

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

**WIN Semiconductors Corp.
and Its Subsidiaries**

CONSOLIDATED FINANCIAL STATEMENTS

**December 31, 2016 and 2015
(With Independent Auditors' Report Thereon)**

**Address: No. 69, Keji 7th Rd., Hwaya Technology Park, Guishan Dist., Taoyuan City,
Taiwan**

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The auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

Table of contents

Contents	Page
1. Cover Page	1
2. Table of Contents	2
3. Representation Letter	3
4. Independent Auditors' Report	4
5. Consolidated Balance Sheets	5
6. Consolidated Statements of Comprehensive Income	6
7. Consolidated Statements of Changes in Equity	7
8. Consolidated Statements of Cash Flows	8
9. Notes to the Consolidated Financial Statements	
(1) Company history	9
(2) Approval date and procedures of the consolidated financial statements	9
(3) New standards, amendments and interpretations adopted	9~13
(4) Summary of significant accounting policies	13~29
(5) Significant accounting assumptions and judgments, and major sources of estimation uncertainty	29~31
(6) Explanation of significant accounts	31~69
(7) Related-party transactions	69~70
(8) Pledged assets	70
(9) Commitments and contingencies	70~71
(10) Losses Due to Major Disasters	71
(11) Subsequent Events	71
(12) Other	71
(13) Other disclosures	
(a) Information on significant transactions	72~75
(b) Information on investments	76
(c) Information on investment in Mainland China	76~77
(14) Segment information	77~79

Representation Letter

The entities that are required to be included in the combined financial statements of WIN Semiconductors Corp. as of and for the year ended December 31, 2016, under the "Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises" are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 by the Financial Supervisory Commission, "Consolidated Financial Statements." In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements. Consequently, WIN Semiconductors Corp. and its Subsidiaries do not prepare a separate set of combined financial statements.

Company name: WIN Semiconductors Corp.
Chairman: CHEN, CHIN-TSAI
Date: March 23, 2017

**安侯建業聯合會計師事務所**

KPMG

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Independent Auditors' Report

To the Board of Directors of WIN Semiconductors Corp. :

Opinion

We have audited the consolidated financial statements of WIN Semiconductors Corp. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2016 and 2015, the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2016 and 2015 and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of WIN Semiconductors Corp. and its subsidiaries as at December 31, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), interpretations as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of WIN Semiconductors Corp. and its subsidiaries in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2016. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our judgment, the key audit matters we communicated in the auditors' report were as follows:

1. Revenue recognition

For accounting policies of revenue recognition, please refer to Note 4 (q) "Revenue" of the consolidated financial statements.

WIN Semiconductors Corp. and its subsidiaries engage in selling of GaAs wafers. Currently, the GaAs semiconductor industry is becoming more competitive. Also, WIN Semiconductors Corp. is a listed company involving in public interest. Therefore, its revenue recognition has been identified as a key audit matter while conducting our audit on the financial statements of WIN Semiconductors Corp. and its subsidiaries.

How the matter was addressed in our audit:

Our principal audit procedures included: Testing the design and effectiveness of the Group's internal control on revenue and order-to-cash transaction cycle. Inspecting the contracts signed with major customers to assess the reasonableness of the timing to recognize revenue. Performing the trend analysis of revenue, and collaborating its movement and expectation to verify whether or not any unusual matter has incurred.

2. Evaluation of inventory

Please refer to Note 4(h) "Inventory" for accounting policies, Note 5(a) for accounting assumptions, judgments and estimation uncertainty of inventory, and Note 6(d) for the illustration of inventory of the consolidated financial statements.

Due to the industry demand, WIN Semiconductors Corp. and its subsidiaries store a high ratio of precious metals which result in a lower inventory turnover. Therefore, the Group cannot require sufficient information on inventories that were sold or used on the reporting date. Since the technology changes rapidly, the inventory may be out of date or may not conform to market demand, resulting in a risk wherein the carrying amount of inventories may exceed its net realisable value.

How the matter was addressed in our audit:

Our principal audit procedures included: Testing the accuracy of the estimations of inventory at the lower of cost and net realisable value. Referring to the recent selling price and considering the amount of written-off inventory in the subsequent events to evaluate the appropriateness of the amount of loss on valuation of inventory or obsolescence. Analysing the historical accuracy of judgments, including inspecting the amount of loss on valuation of inventory or obsolescence recognized in prior year and with reference to actual disposal to assess rationality of the judgments of the current period. Moreover, comparing with the provision for inventory valuation and obsolescence made in the current year to evaluate the appropriateness of the assumptions.

3. Business combination

Please refer to Note 4(u) "Business combination" for accounting policies, Note 5(b) for accounting assumptions, judgments and estimation uncertainty of business combination, and Note 6(g) for the illustration of business combination of the consolidated financial statements.

The Group has controlled over Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd. and its subsidiaries for the year ended December 31, 2016. For the requirement of the accounting policies regarding business combination, the management of WIN Semiconductors Corp. and its subsidiaries made judgments in determining the fair value of the consideration transferred, assets acquired and non-controlling interest. There is a significant judgment involved in determining the fair value of pre-existing interest of the acquiree, assets acquired and liabilities assumed given the specialised nature of the acquired businesses and their related technologies. Thus, the business combination has been identified as a key audit matter.

How the matter was addressed in our audit:

Our principal audit procedures included: Using our own valuation specialists to assist us in challenging the valuation assumptions and methodologies, which included the understanding of the asset valuation models used and their key inputs. Enquiring from the management its performance of operation to verify whether or not it is consistent with the input assumptions on external market information in order to identify the reasonableness of assumptions underlying the identification of the fair value of the separate identifiable assets acquired and liabilities assumed in the independent external valuation report.

Other Matter

WIN Semiconductors Corp. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2016 and 2015, on which we have issued an unmodified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRIC as well as SIC endorsed by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2016 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ya-Ling Chen and Mei-Yen Chen.

KPMG

Taipei, Taiwan (The Republic of China)
March 23, 2017

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and its cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WIN Semiconductors Corp. and Its Subsidiaries

Consolidated Balance Sheets

December 31, 2016 and 2015

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2016		December 31, 2015		December 31, 2016		December 31, 2015	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets:								
1100 Cash and cash equivalents (note 6(a))	\$ 2,388,143	9	1,869,657	8	2100		23,656	-
1110 Current financial assets at fair value through profit or loss (note 6(b))	218,250	1	1,014,688	4	2170	975,478	4	1,309,867
1125 Current available-for-sale financial assets (note 6(b))	974,767	4	629,823	3	2200	2,056,522	7	1,810,125
1170 Notes and accounts receivable, net (note 6(c))	1,068,714	4	700,028	3	2320	940,194	4	841,507
1310 Inventories (note 6(d))	2,727,432	10	2,471,370	10	2399	222,226	1	620,449
1400 Current biological assets (note 6(e))	133,029	1	-	-		4,194,420	16	4,605,604
1470 Other current assets (note 6(f))	309,074	1	298,537	1				
Total current assets	7,819,409	30	6,984,103	29		3,673,749	14	2,098,796
Non-current assets:								
1523 Non-current available-for-sale financial assets (note 6(b))	1,625,267	6	1,268,721	5	2540	33,728	-	28,159
1543 Non-current financial assets at cost (note 6(b))	24,832	-	-	-	2600	190,858	1	169,814
1546 Non-current investments in debt instrument without active market (note 6(b))	92,600	-	159,600	1		3,898,335	15	2,296,769
1550 Investments accounted for using equity method (note 6(f))	291,036	1	657,960	3		8,092,755	31	6,902,373
1600 Property, plant and equipment (notes 6(i), 7 and 8)	13,348,978	51	11,623,190	48		4,076,664	15	5,965,641
1760 Investment property (notes 6(i) and 8)	1,468,113	6	1,085,846	5		3,758,737	14	3,815,017
1780 Intangible assets (notes 6(g) and 6(k))	229,539	1	62,370	-		9,376,801	36	7,045,498
1830 Non-current biological assets (note 6(e))	48,290	-	-	-		761,897	2	382,944
1840 Deferred tax assets (note 6(g))	75,354	-	85,104	-		(347,660)	(1)	-
1915 Prepayments for business facilities	1,263,897	5	2,135,838	9		17,626,439	66	17,209,100
1990 Other non-current assets (notes 6(l) and 8)	123,324	-	48,741	-		691,445	3	-
Total non-current assets	18,591,230	70	17,127,370	71		18,317,884	69	17,209,100
Total assets	\$ 26,410,639	100	24,111,473	100		\$ 26,410,639	100	24,111,473
Liabilities and Equity								
Current liabilities:								
Short-term borrowings (note 6 (m))								
Accounts payable								
Other payables								
Long-term liabilities, current portion (notes 6(n) and 8)								
Other current liabilities								
Total current liabilities								
Non-Current liabilities:								
Long-term borrowings (notes 6(n) and 8)								
Deferred tax liabilities (note 6(q))								
Other non-current liabilities (note 6(p))								
Total non-current liabilities								
Total liabilities								
Equity (notes 6(q), 6(r) and 6(s)):								
Ordinary share								
Capital surplus								
Retained earnings								
Other equity interest								
Treasury shares								
Total equity attributable to owners of parent								
Non-controlling interests (note 6(t))								
Total equity								
Total liabilities and equity								

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WIN Semiconductors Corp. and Its Subsidiaries
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2016 and 2015
(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

	2016		2015	
	Amount	%	Amount	%
4000 Operating revenue	\$ 13,623,076	100	12,015,747	100
5000 Operating costs (notes 6(d),6(e),6(f),6(k),6(o),6(p),6(u),7 and 12)	<u>(8,633,824)</u>	<u>(63)</u>	<u>(7,254,716)</u>	<u>(60)</u>
Gross profit from operating	<u>4,989,252</u>	<u>37</u>	<u>4,761,031</u>	<u>40</u>
Operating expenses (notes 6(c),6(k),6(o),6(p),6(u),7 and 12):				
6100 Selling expenses	(169,804)	(1)	(131,408)	(1)
6200 Administrative expenses	(735,461)	(5)	(546,774)	(5)
6300 Research and development expenses	<u>(606,344)</u>	<u>(5)</u>	<u>(572,485)</u>	<u>(5)</u>
Total operating expenses	<u>(1,511,609)</u>	<u>(11)</u>	<u>(1,250,667)</u>	<u>(11)</u>
6500 Net other income (expenses) (note 6(e))	<u>16,959</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net operating income	<u>3,494,602</u>	<u>26</u>	<u>3,510,364</u>	<u>29</u>
Non-operating income and expenses:				
7010 Other income (notes 6(o) and 6(v))	137,384	1	102,438	1
7020 Other gains and losses (notes 6(f),6(g) and 6(v))	318,332	2	(59,117)	-
7050 Finance costs (notes 6(v))	(20,220)	-	(13,852)	-
7770 Share of loss of associates and joint ventures accounted for using equity method (notes 6(f))	<u>(42,554)</u>	<u>-</u>	<u>(106,195)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>392,942</u>	<u>3</u>	<u>(76,726)</u>	<u>-</u>
7900 Profit before tax	3,887,544	29	3,433,638	29
7950 Total tax expense (note 6(q))	<u>(791,239)</u>	<u>(6)</u>	<u>(762,011)</u>	<u>(7)</u>
Profit	<u>3,096,305</u>	<u>23</u>	<u>2,671,627</u>	<u>22</u>
Other comprehensive income (loss):				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
8311 Remeasurements of defined benefit plans (note 6(p))	(13,272)	-	(6,304)	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (note 6(q))	<u>2,256</u>	<u>-</u>	<u>1,072</u>	<u>-</u>
Total components of other comprehensive income (loss) that will not be reclassified to profit or loss	<u>(11,016)</u>	<u>-</u>	<u>(5,232)</u>	<u>-</u>
Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(45,648)	(1)	15,177	-
8362 Unrealised gains (losses) on valuation of available-for-sale financial assets	397,017	3	147,199	1
8370 Share of other comprehensive income of associates and joint ventures accounted for using equity method (note 6(f))	301	-	(303)	-
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total components of other comprehensive income that will be reclassified to profit or loss	<u>351,670</u>	<u>2</u>	<u>162,073</u>	<u>1</u>
Other comprehensive income	<u>340,654</u>	<u>2</u>	<u>156,841</u>	<u>1</u>
8500 Total comprehensive income	<u>\$ 3,436,959</u>	<u>25</u>	<u>2,828,468</u>	<u>23</u>
Profit (loss), attributable to:				
8610 Profit attributable to owners of parent	\$ 3,112,774	23	2,671,627	22
8620 Loss attributable to non-controlling interests	<u>(16,469)</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 3,096,305</u>	<u>23</u>	<u>2,671,627</u>	<u>22</u>
Comprehensive income attributable to:				
8710 Comprehensive income, attributable to owners of parent	\$ 3,480,374	26	2,828,468	23
8720 Comprehensive income (loss) , attributable to non-controlling interests	<u>(43,415)</u>	<u>(1)</u>	<u>-</u>	<u>-</u>
	<u>\$ 3,436,959</u>	<u>25</u>	<u>2,828,468</u>	<u>23</u>
Earnings per common share (expressed in dollars)(note 6(t))				
9750 Basic earnings per share	<u>\$ 6.04</u>		<u>3.97</u>	
9850 Diluted earnings per share	<u>\$ 5.99</u>		<u>3.94</u>	

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WIN Semiconductors Corp. and Its Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2016 and 2015
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent										Non-controlling interests	Total equity
	Retained earnings					Other equity interest						
Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available-for-sale financial assets	Total other equity interest	Treasury shares	Total equity attributable to owners of parent			
\$ 7,422,377	3,768,620	604,607	3,923,175	4,527,782	4,909	215,962	220,871	-	15,939,650	-	15,939,650	
-	-	196,347	(196,347)	-	-	-	-	-	(148,679)	-	(148,679)	
-	-	196,347	(345,026)	(148,679)	-	-	-	-	(148,679)	-	(148,679)	
-	-	-	2,671,627	2,671,627	-	-	-	-	2,671,627	-	2,671,627	
-	-	-	(5,232)	(5,232)	14,874	147,199	162,073	-	156,841	-	156,841	
-	-	-	2,666,395	2,666,395	14,874	147,199	162,073	-	2,828,468	-	2,828,468	
(1,486,790)	-	-	-	-	-	-	-	-	(1,486,790)	-	(1,486,790)	
-	1,916	-	-	-	-	-	-	-	1,916	-	1,916	
30,054	44,481	-	-	-	-	-	-	-	74,535	-	74,535	
5,965,641	3,815,017	800,954	6,244,544	7,045,498	19,783	363,161	382,944	-	17,209,100	-	17,209,100	
-	-	267,163	(267,163)	-	-	-	-	-	-	-	-	
-	-	-	(298,333)	(298,333)	-	-	-	-	(298,333)	-	(298,333)	
-	-	267,163	(565,496)	(298,333)	-	-	-	-	(298,333)	-	(298,333)	
-	-	-	3,112,774	3,112,774	-	-	-	-	3,112,774	(16,469)	3,096,305	
-	-	-	(11,016)	(11,016)	(18,401)	397,017	378,616	-	367,600	(26,946)	340,654	
-	-	-	3,101,758	3,101,758	(18,401)	397,017	378,616	-	3,480,374	(43,415)	3,436,959	
(1,789,999)	-	-	-	-	-	-	-	-	(1,789,999)	-	(1,789,999)	
-	5,549	-	-	-	-	-	-	-	5,549	-	5,549	
1,022	1,880	-	-	-	-	-	-	(347,660)	2,902	-	2,902	
-	-	-	(472,122)	(472,122)	-	-	-	-	(347,660)	-	(347,660)	
(100,000)	(63,709)	-	-	-	-	-	337	-	(635,831)	-	(635,831)	
-	-	-	-	-	337	-	-	-	337	-	337	
4,076,664	3,758,737	1,068,117	8,308,684	9,376,601	1,719	760,178	761,897	(347,660)	17,626,439	734,860	18,317,884	
\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	

Balance at January 1, 2015

Appropriation and distribution of retained earnings:

Legal reserve appropriated

Cash dividends

Profit for the year ended December 31, 2015

Other comprehensive income for the year ended December 31, 2015

Total comprehensive income for the year ended December 31, 2015

Capital reduction

Changes in equity of associated and joint ventures accounted for using equity method

Exercise of employee stock options

Balance at December 31, 2015

Appropriation and distribution of retained earnings:

Legal reserve appropriated

Cash dividends

Profit for the year ended December 31, 2016

Other comprehensive income for the year ended December 31, 2016

Total comprehensive income for the year ended December 31, 2016

Capital reduction

Changes in equity of associated and joint ventures accounted for using equity method

Exercise of employee stock options

Purchase of treasury share

Retirement of treasury share

Disposal of investments accounted for using equity method

Changes in non-controlling interests

Balance at December 31, 2016

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WIN Semiconductors Corp. and Its Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2016 and 2015

(Expressed in Thousands of New Taiwan Dollars)

	2016	2015
Cash flows from (used in) operating activities:		
Profit before tax	\$ 3,887,544	3,433,638
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	2,338,116	1,899,310
Amortization expense	33,943	23,781
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	(28,838)	16,108
Interest expense	20,220	13,852
Interest income	(11,104)	(20,280)
Dividend income	(55,532)	(37,901)
Share of loss of associates and joint ventures accounted for using equity method	49,835	109,979
Loss (gain) on disposal of property, plant and equipment	2,786	(1,824)
Loss (gain) on disposal of investments	(227,111)	47,087
Impairment loss on financial assets	-	65,050
Changes in biological assets at fair value	(16,959)	-
Total adjustments to reconcile profit	2,105,356	2,115,162
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in current financial assets at fair value through profit or loss	(29,222)	10,073
Increase in notes and accounts receivable, net	(347,001)	(9,977)
Increase in inventories	(279,342)	(1,023,336)
Decrease in biological assets	22,327	-
Decrease (increase) in other current assets	138	(108,938)
Total changes in operating assets	(633,100)	(1,132,178)
Changes in operating liabilities:		
Increase (decrease) in accounts payable	(386,703)	380,094
Increase in other payable	95,757	87,511
Increase (decrease) in other current liabilities	(398,223)	520,920
Increase in other operating liabilities	1,645	1,248
Total changes in operating liabilities	(687,524)	989,773
Total changes in operating assets and liabilities	(1,320,624)	(142,405)
Cash inflow generated from operations	4,672,276	5,406,395
Dividends received	2,785	1,030
Income taxes paid	(888,561)	(514,766)
Net cash flows from operating activities	3,786,500	4,892,659
Cash flows from (used in) investing activities:		
Acquisition of current financial assets at fair value through profit or loss	(2,796,160)	(5,127,443)
Proceeds from disposal of current financial assets at fair value through profit or loss	3,669,438	5,447,999
Acquisition of current available-for-sale financial assets	(21,732)	-
Acquisition of non-current available-for-sale financial assets	(376,870)	(55,620)
Proceeds from non-current available-for-sale financial assets	284,140	29,711
Acquisition of investments accounted for using equity method	(486,720)	(448,130)
Proceeds from capital reduction of investments accounted for using equity method	109,426	-
Proceeds from disposal of non-current investments in debt instrument without active market	67,000	-
Acquisition of property, plant and equipment	(2,036,046)	(1,522,760)
Proceeds from disposal of property, plant and equipment	891	7,560
Decrease in other receivables due from related parties	4,938	-
Acquisition of intangible assets	(46,267)	(32,403)
Net cash inflows from business combination	963,765	-
Increase in other non-current assets	(44,786)	(3,600)
Increase in prepayments for business facilities	(1,189,832)	(1,970,361)
Interest received	12,205	19,564
Dividends received	52,747	36,871
Net cash flows used in investing activities	(1,833,863)	(3,618,612)
Cash flows from (used in) financing activities:		
Increase (decrease) in short-term loans	(23,656)	23,656
Proceeds from long-term debt	2,514,000	-
Repayments of long-term debt	(841,506)	(545,444)
Increase in other non-current liabilities	6,127	3,303
Cash dividends paid	(298,333)	(148,679)
Capital reduction payments to shareholders	(1,789,999)	(1,486,790)
Exercise of employee share options	2,902	74,535
Payments to acquire treasury shares	(965,293)	-
Interest paid	(18,189)	(12,130)
Net cash flows used in financing activities	(1,413,947)	(2,091,549)
Effect of exchange rate changes on cash and cash equivalents	(20,204)	9,960
Net increase (decrease) in cash and cash equivalents	518,486	(807,542)
Cash and cash equivalents at beginning of period	1,869,657	2,677,199
Cash and cash equivalents at end of period	\$ 2,388,143	1,869,657

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
WIN Semiconductors Corp. and Its Subsidiaries

Notes to the Consolidated Financial Statements

For the years ended December 31, 2016 and 2015

(Expressed in Thousands of New Taiwan Dollars, Unless Otherwise Specified)

(1) Company history:

Win Semiconductors Corp. (the "Company") was incorporated on October 16, 1999 as a company limited by shares and registered under the Ministry of Economic Affairs, R.O.C. The address of the Company's registered office is No. 69, Keji 7th Rd., Hwaya Technology Park, Guishan Dist., Taoyuan City, Taiwan.

The main operation the Company and its subsidiaries (together referred to as "the Group") are as follows:

- (a) Researching, developing, manufacturing, and selling of GaAs wafers.
- (b) Developing hog farming technology and trading.

(2) Approval date and procedures of the consolidated financial statements:

These consolidated financial statements was authorized for issued by the Board of Directors of March 23, 2017.

(3) New standards, amendments and interpretations adopted:

- (a) Impact of the International Financial Reporting Standards ("IFRSs") endorsed by the Financial Supervisory Commission, R.O.C. ("FSC") but not yet adopted by the Group.

According to Ruling No. 1050026834 issued on July 18, 2016, by the FSC, public entities are required to conform to the IFRSs which were issued by the International Accounting Standards Board (IASB) before January 1, 2016, and were endorsed by the FSC on January 1, 2017 in preparing their financial statements. The related new standards, interpretations and amendments are as follows:

<u>New, Revised or Amended Standards and Interpretations</u>	<u>Effective date per IASB</u>
Amendments to IFRS 10, IFRS 12 and IAS 28 "Investment Entities: Applying the Consolidation Exception"	January 1, 2016
Amendment to IFRS 11 "Accounting for Acquisitions of Interests in Joint Operations"	January 1, 2016
IFRS 14 "Regulatory Deferral Accounts"	January 1, 2016
Amendment to IAS 1 "Disclosure Initiative"	January 1, 2016
Amendments to IAS 16 and IAS 38 "Clarification of Acceptable Methods of Depreciation and Amortization"	January 1, 2016
Amendments to IAS 16 and IAS 41 "Agriculture: Bearer Plants"	January 1, 2016
Amendment to IAS 19 "Defined Benefit Plans: Employee Contributions"	July 1, 2014

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

<u>New, Revised or Amended Standards and Interpretations</u>	<u>Effective date per IASB</u>
Amendment to IAS 27 "Equity Method in Separate Financial Statements"	January 1, 2016
Amendment to IAS 36 "Recoverable Amount Disclosures for Non-Financial Assets"	January 1, 2014
Amendment to IAS 39 "Novation of Derivatives and Continuation of Hedge Accounting"	January 1, 2014
Annual improvements cycles 2010-2012 and 2011-2013	July 1, 2014
Annual improvements cycle 2012-2014	January 1, 2016
IFRIC 21 "Levies"	January 1, 2014

Except for the following items, the Group believes that the adoption of the above IFRSs would not have a material impact on the consolidated financial statements:

Amendments to IAS 36 "Recoverable Amount Disclosures for Non Financial Assets:

Under the amendments, the recoverable amount is required to be disclosed only when an impairment loss has been recognized or reversed. In such cases, the amendments also require that the following be disclosed if the recoverable amount is based on fair value less costs of disposal:

- (i) the level of the fair value hierarchy within which the fair value measurement is categorized; and
- (ii) the valuation technique(s) used for fair value measurements categorized within Levels 2 and 3 of the fair value hierarchy, and the key valuation assumptions made.

The Group expects the aforementioned amendments will result in a broader disclosure of the recoverable amount for non-financial assets.

(b) Newly released or amended standards and interpretations not yet endorsed by the FSC

A summary of the new standards and amendments issued by the IASB but not yet endorsed by the FSC. The FSC announced that the Group should apply IFRS 9 and IFRS 15 starting January 1, 2018. As of the date the Group's financial statements were issued, the FSC has yet to announce the effective dates of the other IFRSs. As of the end of reporting date is as follows:

<u>New, Revised or Amended Standards and Interpretations</u>	<u>Effective date per IASB</u>
IFRS 9 "Financial Instruments"	January 1, 2018
Amendments to IFRS 10 and IAS 28 "Sale or Contribution of Assets Between an Investor and Its Associate or Joint Venture"	Effective date to be determined by IASB
IFRS 15 "Revenue from Contracts with Customers"	January 1, 2018

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

<u>New, Revised or Amended Standards and Interpretations</u>	<u>Effective date per IASB</u>
IFRS 16 "Leases"	January 1, 2019
Amendment to IFRS 2 "Clarifications of Classification and Measurement of Share-based Payment Transactions"	January 1, 2018
Amendment to IFRS 15 "Clarifications of IFRS 15"	January 1, 2018
Amendment to IAS 7 "Disclosure Initiative"	January 1, 2017
Amendment to IAS 12 "Recognition of Deferred Tax Assets for Unrealized Losses"	January 1, 2017
Amendment to IFRS 4 " Insurance Contracts"("Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts")	January 1, 2018
Annual Improvements to IFRS Standards 2014–2016 Cycle:	
IFRS 12 "Disclosure of Interests in Other Entities"	January 1, 2017
IFRS 1 "First-time Adoption of International Financial Reporting Standards" and IAS 28 "Investments in Associates and Joint Ventures"	January 1, 2018
IFRIC 22 "Foreign Currency Transactions and Advance Consideration"	January 1, 2018
Amendment to IAS 40 Investment Property	January 1, 2018

The Group is still currently determining the potential impact of the standards listed below:

Issuance / Release

<u>Dates</u>	<u>Standards or Interpretations</u>	<u>Content of amendment</u>
May 28, 2014 April 12, 2016	IFRS 15 "Revenue from Contracts with Customers"	IFRS 15 establishes a five-step model for recognizing revenue that applies to all contracts with customers, and will supersede IAS 18 "Revenue," IAS 11 "Construction Contracts," and a number of revenue-related interpretations. Final amendments issued on April 12, 2016, clarify how to (i) identify performance obligations in a contract; (ii) determine whether a company is a principal or an agent; (iii) account for a license for intellectual property (IP); and (iv) apply transition requirements.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

<u>Issuance / Release Dates</u>	<u>Standards or Interpretations</u>	<u>Content of amendment</u>
November 19, 2013 July 24, 2014	IFRS 9 "Financial Instruments"	<p>The standard will replace IAS 39 "Financial Instruments: Recognition and Measurement", and the main amendments are as follows:</p> <ul style="list-style-type: none"> • Classification and measurement: Financial assets are measured at amortized cost, fair value through profit or loss, or fair value through other comprehensive income, based on both the entity's business model for managing the financial assets and the financial assets' contractual cash flow characteristics. Financial liabilities are measured at amortized cost or fair value through profit or loss. Furthermore, there is a requirement that "own credit risk" adjustments be measured at fair value through other comprehensive income. • Impairment: The expected credit loss model is used to evaluate impairment. • Hedge accounting: Hedge accounting is more closely aligned with risk management activities, and hedge effectiveness is measured based on the hedge ratio.
January 13, 2016	IFRS 16 "Leases"	<p>The new standard of accounting for lease is amended as follows:</p> <ul style="list-style-type: none"> • For a contract that is, or contains, a lease, the lessee shall recognize a right-of-use asset and a lease liability in the balance sheet. In the statement of profit or loss and other comprehensive income, a lessee shall present interest expense on the lease liability separately from the depreciation charge for the right-of use asset during the lease term. • A lessor classifies a lease as either a finance lease or an operating lease, and therefore, the accounting remains similar to IAS 17.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

Issuance / Release Dates	Standards or Interpretations	Content of amendment
December 8, 2016	Amendment to IAS 40 Investment Property	The amendments specify that a transfer into, or out of, investment property would be made only when there has been a change in use of a property, supported by evidence that a change in use has occurred. The amendments also clarify that the list of circumstances that provide evidence of a change in use set out in paragraph 57 (a)-(d) of IAS 40 contains examples and is not an exhaustive list.

The Group is evaluating the impact on its financial position and financial performance of the initial adoption of the abovementioned standards or interpretations. The results thereof will be disclosed when the Group completes its evaluation.

(4) Summary of significant accounting policies:

The consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language consolidated financial statements, the Chinese version shall prevail.

The significant accounting policies have been applied consistently to all periods presented in these consolidated financial statements.

The significant accounting policies presented in the consolidated financial statements are summarized as follows:

(a) Statement of compliance

These consolidated annual financial statements have prepared in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” (hereinafter referred to as the Regulations) and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations endorsed by the FSC (hereinafter referred to as the IFRS endorsed by the FSC).

(b) Basis of preparation

(i) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following material items in the consolidated balance sheets :

- 1) Financial instruments measured at fair value through profit or loss are measured at fair value (including derivative financial instruments) ;
- 2) Available-for-sale financial assets are measured at fair value;

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- 3) The net defined benefit liabilities are recognized as the present value of the defined benefit obligation, and the effect of the plan assets ceiling disclosure in note 4(r) less plan assets.

(ii) Functional and presentation currency

The functional currency of each Group entities is determined based on the primary economic environment in which the entities operate. The consolidated financial statements are presented in New Taiwan Dollar, which is the Company's functional currency. All financial information presented in New Taiwan Dollar has been rounded to the nearest thousand.

(c) Basis of consolidation

(i) Principle of preparation of the consolidated financial statements

The consolidated financial statements comprise the Company and its subsidiaries. When the Company is exposed to the variable remuneration from investing on other individual or sharing the rights of the remuneration, also, is able to influence the rewards, the Company controls the individual.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Transactions, balances and any other unrealized profit and loss between the Company and other subsidiaries are all eliminated while preparing the consolidated financial reports. Comprehensive income (loss) of subsidiaries belongs to the owner of the Company and the non-controlling interest respectively. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Financial reports of subsidiaries had been adjusted properly and the accounting policies used in subsidiaries are same to the Group's.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Differences between the amount paid or received from fair value and the adjustment of the non-controlling interest are directly realized to the equity and belong to the owners of the Company.

(ii) List of subsidiaries in the consolidated financial statements

Name of investor	Name of subsidiary	Principal activity	Shareholding	
			December 31, 2016	December 31, 2015
The Company	WIN SEMI. USA, INC.	Marketing	100.00 %	100.00 %
The Company	Win Semiconductors Cayman Islands Co., Ltd. (abbrev. Win Cayman)	Selling of GaAs wafers	100.00 %	100.00 %
The Company	WIN Venture Capital Corp.	Investment activities	100.00 %	100.00 %
Win Cayman	Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd. (abbrev. Chainwin Cayman)	Investment activities	43.75 %	-
			(Note 1)	
Chainwin Cayman	Jiangsu Chainwin Kang Yuan Agriculture Development Co., Ltd. (Note 2)	Developing hog farming technology and trading	100.00 %	-
Chainwin Cayman	Jiangsu CM / Merit Agriculture Development Co., Ltd.	Developing hog farming technology and trading	60.00 %	-
Chainwin Cayman	Jiangsu Merit / CM Agriculture Development Co., Ltd.	Developing hog farming technology and trading	60.00 %	-

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

Name of investor	Name of subsidiary	Principal activity	Shareholding	
			December 31, 2016	December 31, 2015
Chainwin Cayman	Jiangsu Merit / Cofcojoycome Agriculture Development Co., Ltd.	Developing hog farming technology and trading	60.00 %	-
Chainwin Cayman	Jiangsu Chainwin Agriculture and Animal Technology Co., Ltd.	Developing hog farming technology and trading	100.00 %	-
Chainwin Cayman	Formosa Fortune Group Co., Ltd. (abbrev. Formosa BVI)	Investment activities	100.00 %	-
Chainwin Cayman	Jiangsu Merit Runfu Agriculture Development Co., Ltd.	Developing hog farming technology and trading	50.44 %	-
Fortune BVI	Jiangsu Merit Runfu Agriculture Development Co., Ltd.	Developing hog farming technology and trading	49.56 %	-

Note 1: Win Cayman does not hold more than half of the equity shares of Chainwin Cayman, directly or indirectly. However, Win Cayman has acquired the right to manage the operating policies of Chainwin Cayman and has control over its Board of Directors since August 19, 2016. Therefore, Chainwin Cayman is deemed to be a subsidiary of Win Cayman. Please refer to 6(g) for further information.

Note 2: Jiangsu Kang Yuan Merit Agriculture Development Co., Ltd renamed Jiangsu Chainwin Kang Yuan Agriculture Development Co., Ltd. in January 2017.

(iii) List of subsidiaries which are not included in the consolidated financial statements: None.

(d) Foreign currency

(i) Foreign currency transaction

Transactions in foreign currencies are translated to the respective functional currencies of the Group at the exchange rates of the end of each reporting period (“the reporting date”). Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate of that date. The foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the year adjusted for the effective interest and the payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the reporting date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate of the date the fair value was determined. Non-monetary items in a foreign currency that are measured based on historical cost are translated using the exchange rate at the date of translation.

Foreign currency differences arising from retranslation are recognised in profit or loss, except for the following differences which are recognised in other comprehensive income that arises from the retranslation:

- available-for-sale equity investment;
- financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; or
- qualifying cash flow hedges to the extent the hedge is effective.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

arising on acquisition, are translated to the reporting currency of the consolidated financial statements at the exchange rates of the reporting date. The income and expenses of foreign operations are translated to the reporting currency of the consolidated financial statements at average rate. Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity.

However, if the foreign operation is a non-wholly owned subsidiary, then the relevant proportion of the translation difference is allocated to non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes any part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interest. When the Group disposes of only part of investment in an associate of joint venture that includes a foreign operation while retaining significant or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely predicted in the foreseeable future, the foreign currency gains and losses arising from such items are considered to a part of investment in the foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity.

(e) Classification of current and non-current assets and liabilities

An entity shall classify an asset as current when:

- (i) It expects to realize the asset, or intends to sell or consume it in its normal operating cycle;
- (ii) It holds the asset primarily for the purpose of trading;
- (iii) It expects to realize the asset within twelve months after the reporting period; or
- (iv) If the asset is cash and cash equivalent (unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period).

An entity shall classify all other assets as non-current.

An entity shall classify a liability as current when:

- (i) It expects to settle the liability in its normal operating cycle;
- (ii) It holds the liability primarily for the purpose of trading;
- (iii) The liability is due to be settled within twelve months after the reporting period; or
- (iv) It does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issuance of equity instruments that do not affect its classification.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

An entity shall classify all other liabilities as non-current.

(f) Cash and cash equivalents

Cash comprised of cash on hand and cash in bank. Cash equivalents consist of highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Time deposits, which meet the above criteria and for the purpose of fulfilling short-term commitments instead of the purpose of investing activities or others, are categorized as cash equivalents.

(g) Financial instruments

Financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instruments.

(i) Financial assets

The Group classifies financial assets into the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. A regular way purchase or sale of financial assets shall be recognised and derecognised as applicable using trade date accounting.

1) Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling or repurchasing in the short term. This type of financial asset is measured at fair value at the time of initial recognition, and attributable transaction costs are recognised in profit or loss as incurred. Financial assets at fair value through profit or loss are measured at fair value and changes therein, (which takes into account any dividend and interest income), are recognised in profit or loss, and it is included in other gains and losses, and other income, respectively.

2) Available-for sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated available-for-sale or are not classified in any of the other categories of financial assets. Available-for-sale financial assets are recognised initially at fair value, plus, any directly attributable transaction cost. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses, interest income calculated using the effective interest method, dividend income, and foreign currency differences on available-for-sale debt instruments, are recognised in other comprehensive income and are presented in the fair value reserve in equity. When an investment is derecognised, the gain or loss accumulated in equity is reclassified to profit or loss, and it is included in other gains and losses.

3) Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables comprise trade receivables, other receivables, and non-current debt instrument investment without active market. Such

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

assets are recognised initially at fair value, plus, any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses, other than insignificant interest on short-term receivables. Interest income is recognised in profit or loss, and it is included in other income.

4) **Impairment of financial assets**

A financial asset is impaired if, and only if, there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset stand that loss event has an impact on the estimated future cash flows of the financial assets that can be estimated reliably.

Objective evidence that financial assets are impaired includes default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, adverse changes in the payment status of borrowers or issuers, economic conditions that correlate with defaults or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is accounted for as objective evidence of impairment.

All individually significant receivables are assessed for specific impairment. Receivables that are not individually significant are collectively assessed for impairment by grouping together assets with similar risk characteristics. In assessing collective impairment, the Group uses historical trends of the probability of default, the timing of recoveries, and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or lesser than those suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

An impairment loss in respect of a financial asset is reduced from the carrying amount, except for trade receivables in which an impairment loss is reflected in an allowance account against the receivables. When it is determined a receivable is uncollectible, it is written off from the allowance account. Any subsequent recovery of receivable written off is recorded in the allowance account. Changes in the amount of the allowance accounts are recognised in profit or loss.

Impairment losses on available-for-sale financial assets are recognised by reclassifying the losses accumulated in the fair value reserve in equity to profit or loss.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

If, in a subsequent period, the amount of the impairment loss of a financial assets measured at amortised cost decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the decrease in impairment loss is reversed through profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost before the impairment was recognised at the reversal date.

Impairment losses recognised on available-for-sale equity security are not reversed through profit or loss. Any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognised in other comprehensive income, and accumulated in other equity. If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases and the increase can be related objectively to an event occurring after the impairment loss was recognised, then the impairment loss is reversed, with the amount of the reversal recognised in profit or loss.

Impairment losses and recoveries in respect of accounts receivable are recognized in operating expenses. Impairment losses and recoveries in respect of the financial assets other than accounts receivables are recognised in profit or loss, and it is included in other gains and losses.

5) Derecognition of financial assets

The Group derecognises financial assets when the contractual rights of the cash inflow from the asset are terminated, or when the Group transfers substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received or receivable and any cumulative gain or loss that had been recognised in other comprehensive income and presented in other equity interest–unrealised gains (losses) on available-for-sale financial assets is recognised in profit or loss, and included in other gains and losses.

The Group allocates between the part that continues to be recognised and the part that is derecognised based on the relative fair values of those parts on the date of the transfer.

The difference between the carrying amount allocated to the part derecognised and the sum of the consideration received for the part derecognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income shall be recognised in profit or loss, and is included in other gains and losses.

A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is derecognised based on the relative fair values of those parts.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(ii) Financial liabilities

1) Financial liabilities at fair value through profit or loss

A financial liability is classified in this category if acquired principally for the purpose of selling in the short term. This type of financial liability is measured at fair value at the time of initial recognition, and attributable transaction costs are recognised in profit or loss as incurred. Financial liabilities at fair value through profit or loss are measured at fair value and changes therein, which takes into account any interest expense, are recognised in profit or loss, and are included in other gains and losses, and finance costs, respectively.

2) Other financial liabilities

Financial liabilities comprise of short and long borrowings, and trade and other payables, are not classified as held-for-trading, or designated as at fair value through profit or loss shall be measured at fair value, plus, any directly attributable transaction cost at the time of initial recognition. Subsequent to initial recognition, they are measured at amortised cost calculated using the effective interest method. Interest expense not capitalised as capital cost is recognised in profit or loss, and is included in finance costs.

3) Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligation has been discharged or cancelled or expires. The difference between the carrying amount of a financial liability removed and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss, and is included in other gains and losses.

4) Offsetting of financial assets and liabilities

The Group presents financial assets and liabilities on a net basis when the Group has the legally enforceable rights to offset, and intends to settle such financial assets and liabilities on a net basis or to realise the assets and settle the liabilities simultaneously.

(iii) Derivative financial instruments, including hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate exposures. Derivatives are recognised initially at fair value and attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised in profit or loss, and are included in other gains and losses.

When a derivative is designated as a hedging instrument, its timing of recognition in profit or loss is determined based on the nature of the hedging relationship. When the fair value of a derivative instrument is positive, it is classified as a financial asset, and when the fair value is negative, it is classified as a financial liability.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(h) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted-average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(i) Biological assets

Biological assets are measured at fair value less costs to sell on initial recognition, with any change therein recognized in profit or loss at the end of each reporting period. Costs to sell include all costs that would be necessary to sell the assets, excluding finance costs and tax expenses. Biological asset does not have a quoted market price in an active market and for which alternative fair value measurements are determined to be clearly unreliable. In such case, the asset is measured at cost less accumulated depreciation and impairment losses.

(j) Investment in associates

Associates are those entities in which the Group has significant influence, but not control, or joint control over their financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

Investments in associates are accounted for using the equity method and are recognised initially at cost. The cost of the investment includes transaction costs. The carrying amount of the investment in associates includes goodwill which arises from the acquisition less any accumulated impairment losses.

The Consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in associates, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

When the Group subscribes to additional shares in an associate at a percentage different from its existing ownership percentage, the resulting carrying amount of the investment differs from the amount of the Group's proportionate interest in the net assets of the associate. The Group records such a difference as an adjustment to investments with the corresponding amount charged or credited to capital surplus. Moreover, a difference shall be debited to retained earnings when the balance of capital surplus resulting from investments accounted for using equity method is not sufficient to be written off. If the Group's ownership interest is reduced due to the additional subscription to the shares of associate, the proportionate amount of the gains or losses previously recognized in other comprehensive income in relation to that associate shall be reclassified to profit or loss on the same basis as would be required if the associate or jointly controlled entity had directly disposed of the related assets or liabilities.

(k) Investment property

Investment property is the property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost both on initial recognition and at subsequent period. Cost includes expenditure that is directly attributable to the acquisition of the investment property.

When the use of an investment property changes such that it is reclassified as property, plant and equipment, its carrying amount at the date of reclassification becomes its cost for subsequent accounting.

(l) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. The cost consists of any cost directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and any borrowing cost are eligible for capitalization.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item shall be depreciated separately, unless the useful life and the depreciation method of the significant part of an item of property, plant and equipment are the same as the useful life and depreciation method of another significant part of that same item.

The gain or loss arising from the disposal of an item of property, plant and equipment shall be recognised as other gains and losses.

(ii) Reclassification to investment property

The property is reclassified to investment property at its carrying amount when the use of the property changes from owner-occupied to investment property.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(iii) Subsequent cost

Subsequent expenditure is capitalized only when it is probable that the future economic benefits associated with the expenditure will flow to the Group. The carrying amount of those parts that are replaced is derecognized. Ongoing repairs and maintenance is expensed as incurred.

(iv) Depreciation

The depreciable amount of an asset is determined after deducting its residual amount and it shall be allocated on a systematic basis over its useful life. The items of property, plant and equipment with the same useful life may be grouped in determining the depreciation charge. The remainder of the items may be depreciated separately. The depreciation charge for each period shall be recognised in profit or loss.

The estimated useful lives for the current and comparative years of significant items of property, plant and equipment are as follows:

- 1) Buildings and structures : 3 to 25 years
- 2) Machinery and equipment : 2 to 10 years
- 3) Factory and equipment : 2 to 10 years
- 4) Other equipment : 1 to 5 years

Depreciation methods, useful lives, and residual values are reviewed at each reporting date. If expectations differ from the previous estimates, the change is accounted for as a change in an accounting estimate.

(m) Leases

(i) Lesser

Lease income from operating lease is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease is added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the lease income. Incentives granted to the lessee to enter into the operating lease are spread over the lease term on a straight-line basis so that the lease income received is reduced accordingly.

Contingent rents are recognised as income in the period when the lease adjustments are confirmed.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(ii) Lessee

Leases in terms of which the Group assumes substantially all of the risks and rewards of ownership are classified as finance leases. On initial recognition, the lease asset is measured at an amount equal to the lower of its fair value with the present of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to the asset.

Other leases are operating leases and are not recognised in the Group's statement of financial position.

Payments made under operating lease, excluding insurance and maintenance expenses, are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Contingent rent is recognised as expense in the periods in which they are incurred.

(n) Intangible assets

(i) Goodwill

1) Initial Recognition

Goodwill arising from the acquisition has been recognized as intangible assets. The initial measurement and recognition of Goodwill please refer to note 6(g)iii .

2) Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses. Impairment loss on equity investment in investees accounted for under the equity method is not allocated to any asset, including goodwill that forms part of the carrying amount of such investment.

(ii) Other intangible assets

Subsequent to the initial recognition, an intangible asset is measured at cost, less any accumulated amortization and any accumulated impairment losses.

Depreciable amount is the cost of an asset, less its residual values. Intangible assets are amortized from the date that they are available for use, the estimated useful lives for the current and comparative periods are as follows:

- 1) Technical know-how: 12 years
- 2) Computer software and information systems: 1 to 3 years
- 3) Others: 1.5 to 5 years

The residual value, amortization period, and amortization method for an intangible asset with a finite useful life shall be reviewed at least annually at each fiscal year-end. Any change shall be accounted for as a change in accounting estimate.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(o) Impairment of non financial assets

The carrying amounts of the Group's non financial assets, other than inventories, deferred tax assets, assets arising from employee benefits and biological assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. If it is not possible to determine the recoverable amount for the individual asset, then the Group will have to determine the recoverable amount for the asset's cash generating unit.

The recoverable amount for the individual asset or the cash-generating unit is the higher of its fair value less costs to sell and its value in use. If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset shall be reduced to its recoverable amount. That reduction is an impairment loss. An impairment loss shall be recognised immediately in profit or loss.

The Group should assess at each reporting date whether there is any indication that an impairment loss recognised in prior periods for an asset other than goodwill may no longer exist or may have decreased. An impairment loss recognised in prior periods shall be reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset shall be increased to its recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount net of depreciation or amortization that would have been determined if no impairment loss had been recognized.

Notwithstanding whether indicators exist, recoverability of goodwill and intangible assets with indefinite useful lives or those not yet in use are required to be tested at least annually. Impairment loss is recognised if the recoverable amount is less than the carrying amount.

For the purpose of impairment testing, goodwill acquired in a business combination shall, from the acquisition date, be allocated to each of the acquirer's cash-generating units or groups of cash-generating units that is expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units or group of units.

If the carrying amount of the cash-generating units exceeds the recoverable amount of the unit, the entity shall recognize the impairment loss and the impairment loss shall be allocated to reduce the carrying amount of each asset in the unit. Reversal of an impairment loss for goodwill is prohibited.

(p) Treasury stock

Repurchased shares are recognized under treasury shares (a contra-equity account) based on their repurchase price (including all directly accountable costs). Gains on disposal of treasury shares should be recognized under "capital reserve — treasury share transactions". Losses on disposal of treasury shares should be offset against existing capital reserves arising from similar types of treasury shares. If there are insufficient capital reserves to be offset against, then such losses should be accounted for under retained earnings. The carrying amount of treasury shares should be calculated using the weighted average of different types of repurchase.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

During the cancellation of treasury shares, “capital reserve — share premiums” and “share capital” should be debited proportionately. Gains on cancellation of treasury shares should be recognized under existing capital reserves arising from similar types of treasury shares. If there are insufficient capital reserves to be offset against, then such losses should be accounted for under retained earnings. Losses on cancellation of treasury shares should be offset against existing capital reserves.

(q) Revenue

(i) Goods sold

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when persuasive evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognized.

(ii) Rent income

Lease income from investment property is recognized in income on a straight-line basis over the lease term. An incentive granted to the lessee is to be recognized as part of the lease income and it is spread over the lease term on a straight-line basis so that the lease income received is reduced accordingly.

Income from sublease is recognized in profit or loss, and is included in other gains and losses.

(r) Employee benefits

(i) Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

(ii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group’s net obligation in respect of the defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of the plan assets is deducted. The discount rate is the yield at the reporting date on market yields of government bonds that have maturity dates approximating the terms of the Group’s obligations and that are denominated in the same currency in which the benefits are expected to be paid.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the total of the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities.

If the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognised in profit or loss immediately.

Remeasurements of the net defined benefit liability (asset), which comprise (1) actuarial gains and losses, (2) the return on plan assets (excluding amounts included in the net interest on the net defined benefit liability (asset)), and (3) any change in the effect of the asset ceiling (if any, excluding amounts included in the net interest on the defined benefit liability (asset)), are recognized in other comprehensive income. The Group reclassifies the amounts recognized in other comprehensive income to retained earnings.

Gains or losses on the curtailment or settlement of a defined benefit plan are recognized when the curtailment or settlement occurs. The gain or loss on curtailment arises from any change in the fair value of plan assets and, any change in the present value of the defined benefit obligation.

(iii) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed when the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(s) Share-based payment

The grant-date fair value of share-based payment awards granted to employee is recognised as employee expenses, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of award that meet the related service and non-market performance conditions at the vesting date.

For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between the expected and the actual outcomes.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(t) Income taxes

Income tax expenses include both current taxes and deferred taxes. Except for expenses related to business combinations, or are recognized directly in equity or other comprehensive income, all current and deferred taxes shall be recognized in profit or loss.

Current taxes include tax payables and tax deduction receivables on taxable gains (losses) for the year calculated using the statutory tax rate on the reporting date or the actual legislative tax rate, as well as tax adjustments related to prior years.

Deferred taxes arise due to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases. Deferred taxes shall not be recognized for the below exceptions:

- (i) Assets and liabilities that are initially recognized but are not related to the business combination and have no effect on net income or taxable gains (losses) during the transaction.
- (ii) Temporary differences arising from equity investments in subsidiaries or joint ventures where there is a high probability that such temporary differences will not reverse.
- (iii) Initial recognition of goodwill.

Deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities may be offset against each other if the following criteria are met:

- (i) The entity has the legal right to settle tax assets and liabilities on a net basis; and
- (ii) the taxing of deferred tax assets and liabilities fulfill one of the below scenarios:
 - 1) levied by the same taxing authority; or
 - 2) levied by different taxing authorities, but where each such authority intends to settle tax assets and liabilities (where such amounts are significant) on a net basis every year of the period of expected asset realization or debt liquidation, or where the timing of asset realization and debt liquidation is matched.

A deferred tax asset should be recognized for the carry-forward of unused tax losses, unused tax credits, and deductible temporary differences to the extent that it is probable that future taxable profit will be available against which the unused tax losses, unused tax credits, and deductible temporary differences can be utilized. Such unused tax losses, unused tax credits, and deductible temporary differences shall also be re-evaluated every year on the financial reporting date, and adjusted based on the probability that future taxable profit will be available against which the unused tax losses, unused tax credits, and deductible temporary differences can be utilized.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(u) Business combinations

Goodwill is measured at the consideration transferred less the amounts of the identifiable assets acquired and liabilities assumed (generally at fair value) at the acquisition date. If the amount of net assets acquired and liabilities assumed exceeds the acquisition price, the Group re-assesses whether it has correctly identified all of the assets acquired and liabilities assumed, and recognize a gain for the excess.

The Group shall measure any non-controlling interests in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets if the non-controlling interests are present ownership interests.

In a business combination achieved in batches, the previously held equity interest in the acquiree at its acquisition-date fair value is re-measured, and the resulting gain or loss, if any, is recognized in profit or loss. In prior reporting periods, the Group may have recognized changes in the value of its equity interest in the acquiree in other comprehensive income. If so, the amount that was recognized in other comprehensive income shall be recognized on the same basis as would be required if the Group had directly disposed the previously held equity interest. If the disposal of the equity interest required a reclassification to profit or loss, such an amount shall be reclassified to profit or loss.

All transaction costs relating to a business combination are recognized immediately as expenses when incurred, except for the issuance of debt or equity instruments.

(v) Earnings per share

The Group discloses the Company's basic and diluted earnings per share attributable to ordinary equity holders of the Company. The calculation of basic earnings per share is based on the profit attributable to the ordinary shareholder of the Company divided by weighted-average number of ordinary shares outstanding. The calculation of diluted earnings per share is based on the profit attributable to ordinary shareholders of the Company, divided by weighted-average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares, such as employee stock options and employee remuneration.

(w) Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group). Operating results of the operating segment are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. Each operating segment consists of standalone financial information.

(5) Significant accounting assumptions and judgments, and major sources of estimation uncertainty:

The preparation of the consolidated financial statements in conformity with the IFRSs endorsed by the FSC requires management to make judgments, estimates, and assumptions that affect the application of the accounting policies and the reported amount of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The management continues to monitor the accounting estimates and assumptions. The management recognizes any changes in accounting estimates during the period and the impact of those changes in accounting estimates in the next period.

Information about critical judgments in applying accounting policies do not have significant effects on the amounts recognized in the consolidated financial statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year is as follows:

(a) Valuation of inventories

As inventories are stated at the lower of cost or net realizable value, the Group estimates the net realizable value of inventories for obsolescence and unmarketable items at the end of the reporting period and then writes down the cost of inventories to net realizable value. The valuation of inventories is mainly determined based on assumptions as to future demand within a specific time horizon. Due to the rapid industrial transformation, there may be significant changes in the net realizable value of inventories.

(b) Business combinations

The related accounting of the business combinations, including consideration transferred, recognized amounts of assets acquired and liabilities assumed at the acquisition date are measured on the basis of market unobservable data. It depends on the management's subjective judgment and causes higher uncertainty.

The accounting policy and disclosure of the Group include that measuring the financial assets and financial liabilities at fair value. The Group uses external information to make the evaluation result agreed to market status and to confirm the data resource is independent reliable and consistent with other resource. The Group regularly revises the inputs and any essential adjustments on the fair value to confirm that evaluation results is reasonable. The Group regularly evaluates investment property using the evaluation methods and parametric assumptions announced by FSC.

When measuring the fair value of an asset or a liability, the Group usually uses market observable data. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- (c) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (d) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- (e) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- (a) Note 6(j)-Investment property.
- (b) Note 6(w)-Financial instruments.

(6) Explanation of significant accounts:

- (a) Cash and cash equivalents

	December 31, 2016	December 31, 2015
Cash on hand	\$ 227	200
Cash in bank	2,212,048	650,406
Time deposits	<u>175,868</u>	<u>1,219,051</u>
	<u>\$ 2,388,143</u>	<u>1,869,657</u>

Refer to note 6(w) for the fair value sensitivity analysis and interest rate risk of the financial assets and liabilities of the Group.

- (b) Financial instruments

- (i) Current financial assets at fair value through profit or loss:

	December 31, 2016	December 31, 2015
Stocks listed on domestic markets	\$ 153,794	125,783
Money market funds, equity funds and bond funds	<u>64,456</u>	<u>888,905</u>
	<u>\$ 218,250</u>	<u>1,014,688</u>

Refer to note 6(v) for the gains or losses on disposals of investment and the amount of remeasurement at fair value through profit or loss.

- (ii) Current available-for-sale financial assets:

	December 31, 2016	December 31, 2015
Stocks listed on domestic markets	<u>\$ 974,767</u>	<u>629,823</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(iii) Non-current available-for-sale financial assets:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Stocks listed on domestic markets	\$ 13,628	20,560
Stocks listed on foreign markets	427,563	357,396
Non-public stocks	656,245	549,815
Private fund (Note)	<u>527,831</u>	<u>340,950</u>
	<u>\$ 1,625,267</u>	<u>1,268,721</u>

Note: As of December 31, 2016, the private fund is during the lock-up period.

Refer to note 6(v) for the gain or losses on disposals of investments.

(iv) Non-current financial assets at cost:

	<u>December 31, 2016</u>
Foreign unlisted stocks	\$ 24,832
Less: accumulated impairment	<u>-</u>
Total	<u>\$ 24,832</u>

According to the Group's intention, its investment in foreign unlisted stocks should be classified as available-for-sale financial assets. However, as foreign unlisted stocks are not traded in active market, and no sufficient industry information of companies similar to such foreign unlisted stocks' or its financial information cannot be obtained, the fair value of the investment in foreign unlisted stocks cannot be measured reliably. The Group classified those stocks as "Non-current financial assets at cost".

As of December 31, 2015, there was no such transactions.

(v) Non-current investments in debt instrument without active market:

	<u>Issue period</u>	<u>Nominal rate (%)</u>	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Preferred stock B	2012.11.23~2019.11.22	- %	<u>\$ 92,600</u>	<u>159,600</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(vi) Sensitivity analysis in the equity price risk:

For the years ended December 31, 2016 and 2015, the sensitivity analyses for the changes in the securities price at the reporting date as illustrated below:

Prices of securities at the reporting date	2016		2015	
	After-tax other comprehensive income	After-tax profit (loss)	After-tax other comprehensive income	After-tax profit (loss)
Increasing 3%	\$ <u>78,001</u>	<u>6,548</u>	<u>56,956</u>	<u>30,441</u>
Decreasing 3%	\$ <u>(78,001)</u>	<u>(6,548)</u>	<u>(56,956)</u>	<u>(30,441)</u>

(vii) As of December 31, 2016 and 2015, the financial assets were not pledged. For information on the Group's currency risk and credit risk was disclosed in note 6(w).

(c) Notes and accounts receivable, net

	December 31, 2016	December 31, 2015
Notes receivable	\$ -	100
Accounts receivable	1,071,937	705,601
Less : allowance for doubtful accounts	<u>(3,223)</u>	<u>(5,673)</u>
	<u>\$ 1,068,714</u>	<u>700,028</u>

At the reporting date, the Group's aging analysis of notes and accounts receivable that were past due and not impaired, were as follows:

	December 31, 2016	December 31, 2015
Past due 1~60 days	\$ 96,438	26,304
Past due 61~180 days	2,023	1,882
Past due more than 181 days	<u>-</u>	<u>-</u>
	<u>\$ 98,461</u>	<u>28,186</u>

The movement of allowance for doubtful accounts were as follows:

	Individually assessed impairment	Collectively assessed impairment	Total
Balance at January 1, 2016	\$ 5,673	-	5,673
Impairment loss recognised	1,553	-	1,553
Uncollected amounts written off	(3,962)	-	(3,962)
Effect of changes in foreign exchange rates	<u>(41)</u>	<u>-</u>	<u>(41)</u>
Balance at December 31, 2016	<u>\$ 3,223</u>	<u>-</u>	<u>3,223</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

	Individually assessed impairment	Collectively assessed impairment	Total
Balance at January 1, 2015	\$ 5,590	-	5,590
Effect of changes in foreign exchange rates	83	-	83
Balance at December 31, 2015	<u>\$ 5,673</u>	<u>-</u>	<u>5,673</u>

The Group's policy of allowance for receivables is as follows:

Assessment method:

- (i) At the balance sheet date, the Group evaluates the probability of collection regarding the receivable in accordance with each customer.
- (ii) The Group may recognise 100% allowance of doubtful accounts based on the expectancy of bad debt by assessing the financial and operating conditions of each customer.

Impairment loss recognised for individually assessed impairment was the difference between the carrying amount and the amount expected to be collected. The Group also considered the fluctuation of the economic circumstances and historical collection to determine the recognition of impairment.

The Group establishes a policy of allowance for doubtful accounts based on historical trends of the probability of default and the timing of recoveries and the amount of loss incurred. The policy is mainly based on the characteristic of industry and the conservative of business cover.

The Group believed that no impairment allowance was necessary with respect to the past due receivables that were collectable.

As of December 31, 2016 and 2015, the notes and accounts receivable, net were not pledged.

(d) Inventories

	December 31, 2016	December 31, 2015
Raw materials, supplies and spare parts	\$ 1,868,533	1,505,390
Work in process	559,185	732,353
Finished goods	299,714	233,627
	<u>\$ 2,727,432</u>	<u>2,471,370</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

Except cost of goods sold and inventories recognized as expenses, the remaining gain or losses which were recognised as operating cost or deduction of operating cost were as follows:

	<u>2016</u>	<u>2015</u>
Loss on valuation of inventories and obsolescence	\$ <u>39,661</u>	<u>27,454</u>
Revenue from sale of scraps	\$ <u>(7,323)</u>	<u>(21,445)</u>

As of December 31, 2016 and 2015, the inventories were not pledged.

(e) Biological assets

(i) List of biological assets:

	December 31, 2016
Consumable biological assets	\$ <u>133,029</u>
Bearer biological assets	\$ <u>48,290</u>

(ii) Change in biological assets:

Acquisition through business combinations (note 6(g))	\$ 197,900
Increase due to purchases	28,525
Input costs	216,402
Depreciation expenses	(2,886)
Decrease due to sales	(267,254)
Changes in fair value less costs to sell due to price changes	16,959
Effect of changes in foreign exchange rates	<u>(8,327)</u>
Balance as of December 31, 2016	\$ <u>181,319</u>
Current	\$ 133,029
Non-current	<u>48,290</u>
	<u>\$ 181,319</u>

The gain of \$16,959 thousand was recognized as net other income (expense) of the consolidated statement of comprehensive income as a result of the remeasurement of biological assets at the lower of its carrying amount or fair value less costs to sell.

(iii) For the year ended December 31, 2016, number of the biological assets as follows:

	December 31, 2016
Farrows, hogs and breeders	<u>34,100</u>

From acquisition date to the reporting date, the Group sold 19,389 hogs.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(iv) Fair value

The Group uses valuation method to measure its biological assets to determine the fair value of the hogs and the farrows (which are required to reach a certain weight), less, cost to sell at the end of the reporting period. If biological asset does not have a quoted market price in an active market, the asset is measured at cost less accumulated depreciation and impairment losses.

Costs of the biological assets include all of the costs within the growth cycle, such as the cost of new-born farrows, the feed and the raising farm. The cost of the productive biological assets shall be depreciated on a systematic basis over the producible term. The amortized term are within 24 to 36 months. In 2016, the depreciation expenses of biological assets (which will be converted into its breeding biological assets) were \$2,886 thousand.

(v) The Group is exposed to the following risks relating to its hog farming.

1) Regulations and environmental risks

The Group is subject to laws and regulations in various countries in which it operates. The Group has established environmental policies and procedures aimed at complying with the local environment and other laws. Management performs regular reviews to identify environmental risks and to ensure that systems in place are adequate to manage those risks.

2) Supply and demand risks

The Group is exposed to risks arising from fluctuations in the price and sales volume of hogs. When possible, the Group manages this risk by aligning its farming volume with market supply and demand. Management performs regular industry trend analyses to ensure that the Group's pricing structure is in line with the market and to ensure that projected farming volumes are consistent with the expected demand.

3) Climate and other risks

The Group's hog farming is exposed to the risk of damage from climate change, diseases, and other natural forces. The Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular pig health inspections and industry pest and disease surveys.

(vi) The biological assets were not pledged.

(f) Investments accounted for using equity method

The components of investments accounted for using the equity method at the reporting date were as follows:

	December 31, 2016	December 31, 2015
Associates	<u>\$ 291,036</u>	<u>657,960</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(i) Associates

On January 28, 2015, the Group acquired 42.74% of the shares of Phalanx Biotech Group, Inc. for \$220,000 thousand in cash, and has significant influence on it. In April 2015, Phalanx Biotech Group, Inc. approved a cash subscription, the Group did not subscribe any new shares. Therefore, the percentage of the Group's ownership declined to 37.88%. The Group still has significant influence on Phalanx Biotech Group, Inc.

On December 14, 2015, the Group acquired 40% of the shares of Rainbow Star Group Limited for \$32,590 thousand in cash, and has significant influence on it.

Summary of financial information for the individually insignificant investments in associates accounted for using the equity method were as follows. The aforementioned financial information was included in the consolidated financial statements of the Group.

	<u>December 31,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
Total equity of the individually insignificant investments in associates	<u>\$ 291,036</u>	<u>657,960</u>
	<u>2016</u>	<u>2015</u>
Attributable to the Group:		
Net loss	\$ (49,835)	(109,979)
Other comprehensive income (loss)	<u>301</u>	<u>(303)</u>
Total comprehensive income (loss)	<u>\$ (49,534)</u>	<u>(110,282)</u>

For the year ended December 31, 2015, the Group recognized impairment loss amounting to \$65,050 thousand due to the impaired securities. The impairment loss was recorded under operating costs and other gains or losses. For the year ended December 31, 2016, there was no aforementioned issue.

(ii) As of December 31, 2016 and 2015, the investments accounted for using equity method were not pledged.

(g) Acquisition of subsidiary

On November 18, 2015, the Group acquired 28.63% shares of Merit Biotech (Cayman Islands) Co., Ltd. for \$195,540 thousand in cash, and has a significant influence on it. For the six months ended June 30, 2016, the Group subscribed the new shares contributed by Merit Biotech (Cayman Islands) Co., Ltd. for \$486,720 thousand.

On August 19, 2016, Merit Biotech (Cayman Islands) Co., Ltd. was renamed Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd. (abbrev. Chainwin Cayman). The principal activities of Chainwin Cayman and its subsidiaries are developing hog farming technology and trading.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The Group has controlled over Chainwin Cayman through its re-elected Board of Directors on August 19, 2016. The Group held 43.75% of equity shares.

From the acquisition date to December 31, 2016, Chainwin Cayman contributed revenue and net income of \$187,588 thousand and \$53,088 thousand, respectively. If the acquisition had occurred on January 1, 2016, the management estimates that consolidated revenue would have been \$384,758 thousand and the consolidated net income would have been \$105,180 thousand. The abovementioned influences do not include adjustments on fair value.

The acquisition-date fair value of major class of consideration transferred were as follows:

(i) Consideration transferred

The Group has acquired the right to manage operating policies of Chainwin Cayman and has controlled over its board of directors. The Group expects Chainwin Cayman's future generated cash flow in accordance with the income approach that reflects the time value of investment and the risk of the discounted cash flow, and evaluates the implied consideration transferred of controlling over Chainwin Cayman.

The fair value measurement for the controlling interests has been categorized as a Level 3 fair value based on the inputs to the valuation technique used. The key assumptions are as follows:

- 1) The discount rate is based on the weighted-average cost of capital that computed by Chainwin Cayman and its comparable capital structures and corresponded by the market value.
- 2) Five years of cash flows were included in the discounted cash flow model. A long-term growth rate into perpetuity has been determined as the long-term compound annual earnings before interest, taxes, depreciation and amortization (EBITDA) growth rate estimated by management. Budgeted EBITDA was based on expectations of future outcomes taking into account past experience, adjusted for the anticipated revenue growth. Revenue growth was projected taking into account the average growth levels experienced over the past and the estimated sales volume and price growth for the next five years. It was assumed that sales price would grow at a constant margin above forecast inflation over the next five years, in line with information obtained from external brokers who publish a statistical analysis of long-term market trends.

The shares of Chainwin Cayman held by the Group were measured and the fair value per share was USD\$2.1 at the acquisition date.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- (ii) The following table summarizes the recognized amounts of assets acquired and liabilities assumed at the acquisition date.

Cash and cash equivalents	\$	963,765
Accounts receivable		21,685
Inventories		13,073
Current biological assets (note 6(e))		172,664
Other current assets		43,549
Financial assets at cost		24,578
Non-current biological assets (note 6(e))		25,236
Property, plant and equipment (note 6(i))		100,278
Intangible assets (note 6(k))		21,964
Other non-current assets		29,797
Notes payable and accounts payable		(52,345)
Other current liabilities		(57,826)
Total identifiable net assets acquired	<u>\$</u>	<u><u>1,306,418</u></u>

The gross contractual amounts of accounts receivable totaled \$21,685 thousand. On the acquisition date, accounts receivable was expected to be collected.

- (iii) Goodwill

Goodwill arising from the acquisition has been recognized as follows:

Fair value of pre-existing interest in Chainwin Cayman	\$	703,836
Non-controlling interest in the acquiree, if any (proportionate share of the fair value of the identifiable net assets)		734,860
Less: Fair value of identifiable net assets		<u>(1,306,418)</u>
Goodwill (note 6(k))	<u>\$</u>	<u><u>132,278</u></u>

The Group re-measured the fair value of its existing equity interest in Chainwin Cayman before the business combination, and the resulting gain of \$17,088 thousand is recognized as "gains arising from disposal of investment".

Goodwill mainly attributed to the profitability of the hog farming and technical talent of Chainwin Cayman work force. Due to the fact that the enterprise regional income tax rate of the investee is 0%, the Group did not expect goodwill arisen from the consolidations to be deductible for tax purposes.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(h) Material non-controlling interests of subsidiaries

The material non-controlling interests of subsidiaries were as follows:

Subsidiaries	Main operation place	Percentage of non-controlling interests December 31, 2016
Chainwin Cayman	Cayman Islands	56.25 %

The following information of the aforementioned subsidiaries have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. Included in these information are the fair value adjustment made during the acquisition and relevant difference in accounting principles between the Group as at the acquisition date. Intra-group transactions were not eliminated in this information.

	December 31, 2016
Current assets	\$ 1,000,869
Non-current assets	334,984
Current liabilities	(85,042)
Non-current liabilities	-
Net assets	\$ 1,250,811
	2016
Operating revenue	\$ 384,758
Profit	\$ 22,896
Other comprehensive income (loss)	(46,703)
Total comprehensive income (loss)	\$ (23,807)
Net cash flows used in operating activities	\$ (58,040)
Net cash flows used in investing activities	(63,022)
Net cash flows from financing activities	840,618
Effect of changes in foreign exchange rate	(29,232)
Increase on cash and cash equivalents	\$ 690,324

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

From the acquisition date, the non-controlling interests are allocated during the reporting period as follows:

Non-controlling interests	<u>\$ 691,445</u>
Loss, attributable to non-controlling interests	<u>\$ (16,469)</u>
Comprehensive income (loss), attributable to non-controlling interests	<u>\$ (43,415)</u>

(i) Property, plant and equipment

The cost and accumulated depreciation of the property, plant and equipment of the Group for the years ended December 31, 2016 and 2015 were as follows:

	<u>Land</u>	<u>Buildings and structures</u>	<u>Machinery and equipment</u>	<u>Factory and equipment</u>	<u>Other equipment</u>	<u>Construction in progress</u>	<u>Total</u>
Cost :							
Balance as of January 1, 2016	\$ 2,546,534	1,000,117	12,551,818	2,820,770	228,809	2,257,410	21,405,458
Acquisitions through business combinations	-	11,902	-	33,022	30,826	38,947	114,697
Additions	-	180,543	1,183,124	519,491	98,914	287,026	2,269,098
Reclassification (Note 1)	-	967,324	1,765,380	1,112,941	58,049	(2,221,867)	1,681,827
Disposals	-	(28,903)	(320,837)	(434,646)	(129,991)	-	(914,377)
Effect of changes in foreign exchange rates	-	(443)	-	(1,229)	(1,150)	(1,614)	(4,436)
Balance as of December 31, 2016	<u>\$ 2,546,534</u>	<u>2,130,540</u>	<u>15,179,485</u>	<u>4,050,349</u>	<u>285,457</u>	<u>359,902</u>	<u>24,552,267</u>
Balance as of January 1, 2015	\$ 2,546,534	998,111	11,724,452	2,773,866	193,297	1,345,584	19,581,844
Additions	-	2,006	690,919	43,657	72,876	915,073	1,724,531
Reclassification (Note 2)	-	-	145,879	3,247	-	(3,247)	145,879
Disposals	-	-	(9,432)	-	(37,364)	-	(46,796)
Balance as of December 31, 2015	<u>\$ 2,546,534</u>	<u>1,000,117</u>	<u>12,551,818</u>	<u>2,820,770</u>	<u>228,809</u>	<u>2,257,410</u>	<u>21,405,458</u>
Accumulated depreciation :							
Balance as of January 1, 2016	\$ -	429,291	7,514,001	1,681,770	157,206	-	9,782,268
Acquisitions through business combinations	-	2,427	-	7,110	4,882	-	14,419
Depreciation	-	81,030	1,865,423	306,975	66,286	-	2,319,714
Disposals	-	(27,366)	(320,567)	(434,645)	(129,974)	-	(912,552)
Effect of changes in foreign exchange rates	-	(94)	-	(280)	(186)	-	(560)
Balance as of December 31, 2016	<u>\$ -</u>	<u>485,288</u>	<u>9,058,857</u>	<u>1,560,930</u>	<u>98,214</u>	<u>-</u>	<u>11,203,289</u>
Balance as of January 1, 2015	\$ -	370,746	5,934,630	1,449,642	174,316	-	7,929,334
Depreciation	-	58,545	1,583,067	232,128	20,254	-	1,893,994
Disposals	-	-	(3,696)	-	(37,364)	-	(41,060)
Balance as of December 31, 2015	<u>\$ -</u>	<u>429,291</u>	<u>7,514,001</u>	<u>1,681,770</u>	<u>157,206</u>	<u>-</u>	<u>9,782,268</u>
Carrying value :							
Balance as of December 31, 2016	<u>\$ 2,546,534</u>	<u>1,645,252</u>	<u>6,120,628</u>	<u>2,489,419</u>	<u>187,243</u>	<u>359,902</u>	<u>13,348,978</u>
Balance as of January 1, 2015	<u>\$ 2,546,534</u>	<u>627,365</u>	<u>5,789,822</u>	<u>1,324,224</u>	<u>18,981</u>	<u>1,345,584</u>	<u>11,652,510</u>
Balance as of December 31, 2015	<u>\$ 2,546,534</u>	<u>570,826</u>	<u>5,037,817</u>	<u>1,139,000</u>	<u>71,603</u>	<u>2,257,410</u>	<u>11,623,190</u>

Note 1: Inventories and prepayments for business facilities were reclassified as property, plant and equipment. Besides, property, plant and equipment were classified as investment property.

Note 2: Prepayments for business facilities were reclassified as property, plant and equipment.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(i) Pledge to secure:

As of December 31, 2016 and 2015, property, plant and equipment were subject to a registered debenture to secured bank loans, the collateral for these long-term borrowings was disclosed in note 8.

(ii) Property, plant and equipment under construction

In 2012, the Group acquired land, buildings and structures for the construction a new factory. As of December 31, 2016, the completion of preceding construction of the factory had been reclassified to property, plant and equipment and investment property.

(iii) For the years ended December 31, 2016 and 2015, capitalized interest expenses amounted to \$30,975 thousand and \$40,623 thousand, respectively. The annual interest rates at which these interest expenses were capitalized ranged from 1.37%~1.64% and 1.55%~1.79%, respectively.

(j) Investment property

	<u>Land</u>	<u>Buildings and structures</u>	<u>Total</u>
Cost :			
Balance as of January 1, 2016	\$ 963,127	138,225	1,101,352
Reclassification (Note)	-	397,783	397,783
Balance as of December 31, 2016	<u>\$ 963,127</u>	<u>536,008</u>	<u>1,499,135</u>
Balance as of January 1, 2015	\$ 963,127	138,225	1,101,352
Additions	-	-	-
Balance as of December 31, 2015	<u>\$ 963,127</u>	<u>138,225</u>	<u>1,101,352</u>
Accumulated depreciation :			
Balance as of January 1, 2016	\$ -	15,506	15,506
Depreciation	-	15,516	15,516
Balance as of December 31, 2016	<u>\$ -</u>	<u>31,022</u>	<u>31,022</u>
Balance as of January 1, 2015	\$ -	10,190	10,190
Depreciation	-	5,316	5,316
Balance as of December 31, 2015	<u>\$ -</u>	<u>15,506</u>	<u>15,506</u>
Carrying value :			
Balance as of December 31, 2016	<u>\$ 963,127</u>	<u>504,986</u>	<u>1,468,113</u>
Balance as of January 1, 2015	<u>\$ 963,127</u>	<u>128,035</u>	<u>1,091,162</u>
Balance as of December 31, 2015	<u>\$ 963,127</u>	<u>122,719</u>	<u>1,085,846</u>
Fair value :			
Balance as of December 31, 2016			<u>\$ 1,639,399</u>
Balance as of December 31, 2015			<u>\$ 1,232,437</u>

Note: Prepayments for business and property, plant and equipment were reclassified as investment property.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

When measuring the fair value of its investment property, the Group considered the present value of net cash flows to be generated from leasing the property. The expected net cash flows were discounted using the yield to reflect its specified inherit risk on the net cash flows. The inputs to the valuation technique used for measuring fair value were categorized as a Level 2 fair value.

The yield applied to the net annual rentals to determine fair value of property for which current prices in an active market were unavailable, was as follows:

<u>Location</u>	<u>For the years ended December 31, 2016</u>
Hsinchu	0.21%
Taoyuan	2.12%

As of December 31, 2016 and 2015, investment property were subject to a registered debenture to secured bank loans, the collateral for these long-term borrowings was disclosed in note 8.

(k) Intangible assets

(i) The movement in intangible assets for the years ended December 31, 2016 and 2015 were as follows:

	<u>Technical know-how</u>	<u>Computer software and information systems</u>	<u>Goodwill</u>	<u>Others</u>	<u>Total</u>
Cost :					
Balance as of January 1, 2016	\$ 46,005	57,702	-	1,843	105,550
Acquisition through business combinations	48	-	132,278	21,929	154,255
Additions	-	40,537	-	4,774	45,311
Disposals	-	(13,503)	-	(1,005)	(14,508)
Effect of changes in foreign exchange rates	(2)	-	1,367	227	1,592
Balance as of December 31, 2016	<u>\$ 46,051</u>	<u>84,736</u>	<u>133,645</u>	<u>27,768</u>	<u>292,200</u>
Balance as of January 1, 2015	\$ 46,005	48,044	-	-	94,049
Additions	-	29,886	-	1,843	31,729
Disposals	-	(20,228)	-	-	(20,228)
Balance as of December 31, 2015	<u>\$ 46,005</u>	<u>57,702</u>	<u>-</u>	<u>1,843</u>	<u>105,550</u>
Amortisation :					
Balance as of January 1, 2016	\$ 19,808	22,767	-	605	43,180
Acquisition through business combinations	13	-	-	-	13
Amortisation	3,836	25,666	-	4,441	33,943
Disposals	-	(13,503)	-	(1,005)	(14,508)
Effect of changes in foreign exchange rates	(1)	-	-	34	33
Balance as of December 31, 2016	<u>\$ 23,656</u>	<u>34,930</u>	<u>-</u>	<u>4,075</u>	<u>62,661</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

	Technical know-how	Computer software and information systems	Goodwill	Others	Total
Balance as of January 1, 2015	\$ 15,974	23,653	-	-	39,627
Amortisation	3,834	19,342	-	605	23,781
Disposals	-	(20,228)	-	-	(20,228)
Balance as of December 31, 2015	<u>\$ 19,808</u>	<u>22,767</u>	<u>-</u>	<u>605</u>	<u>43,180</u>
Carrying value :					
Balance as of December 31, 2016	<u>\$ 22,395</u>	<u>49,806</u>	<u>133,645</u>	<u>23,693</u>	<u>229,539</u>
Balance as of January 1, 2015	<u>\$ 30,031</u>	<u>24,391</u>	<u>-</u>	<u>-</u>	<u>54,422</u>
Balance as of December 31, 2015	<u>\$ 26,197</u>	<u>34,935</u>	<u>-</u>	<u>1,238</u>	<u>62,370</u>

(ii) Amortization expense recognized in profit or loss

For the years ended December 31, 2016 and 2015, the amortization expenses of intangible assets were as follows:

	2016	2015
Operating costs	\$ 11,594	7,686
Operating expenses	<u>22,349</u>	<u>16,095</u>
	<u>\$ 33,943</u>	<u>23,781</u>

(iii) Impairment testing for goodwill

The total amount of goodwill has been allocated to the agriculture technology for the Group's impairment testing purpose. The cash generating units (the "CGU") are used as the minimum level for investment return of goodwill supervised by the management.

According to the results of impairment tests executed by Group's, the recoverable amount of the abovementioned CGU was determined to be higher than the carrying amount of the CGU. As a result, there were no impairment loss incurred as of December 31, 2016.

The key assumption used in the estimation of the value in use of the CGU were as follows:

- 1) The future cash flow was based on expectations of future operations, taking into account past experience, adjusted for the anticipated revenue growth. Revenue growth was projected taking into account the average growth levels experienced over the past five years, and the estimated sales volume and price growth for the next five years. The assumptions were in line with the information obtained from external local market who publish a statistical analysis on market trends.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- 2) The assumption on before-tax discount rate is based on the weighted average cost of capital. The applied before-tax discount rate of the recoverable amount of the units were as follow:

	<u>December 31, 2016</u>
Discount rate	<u>16.50%</u>

(iv) As of December 31, 2016 and 2015, the intangible assets were not pledged.

- (l) Other current assets and other non-current assets

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Other receivable from metal recycling	\$ 156,090	123,648
Tax refund receivable	68,579	116,165
Long-term prepaid rent	62,822	-
Prepaid expenses	65,706	39,784
Restricted assets	25,571	25,481
Refundable deposits	34,930	23,260
Others	<u>18,700</u>	<u>18,940</u>
	<u>\$ 432,398</u>	<u>347,278</u>

Long-term prepaid rent

For the year ended December 31, 2016, for the hog farming purpose, the Group signed agreements with agriculture developing committees and other institutions in China to acquire lands for lease. The durations of the agreements are 5~30 years. Total agreement price amounted to RMB168,884 thousand.

- (m) Short-term borrowings

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Unsecured short-term borrowings	<u>\$ -</u>	<u>23,656</u>
Unused bank credit lines for short-term borrowings	<u>\$ 1,941,748</u>	<u>3,402,960</u>
Unused bank credit lines for short-term and long-term borrowings	<u>\$ 1,352,188</u>	<u>1,694,367</u>
Annual interest rate	<u>0.63%~1.66%</u>	<u>0.79%</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(n) Long-term borrowings

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Unsecured long-term borrowings (settled in NTD)	\$ 2,514,000	-
Secured long-term borrowings (settled in NTD)	2,099,943	2,940,303
Less : long-term liabilities, current portion	<u>(940,194)</u>	<u>(841,507)</u>
Total	<u>\$ 3,673,749</u>	<u>2,098,796</u>
Unused bank credit lines for long-term borrowings	<u>\$ 2,002,000</u>	<u>1,458,000</u>
Annual interest rate	<u>1.23%~1.64%</u>	<u>1.54%~1.64%</u>
Expiry date	<u>2018/2/18~2020/3/1</u>	<u>2018/2/18~2020/3/1</u>

As of December 31, 2016, the remaining balances of the borrowing due were as follows:

<u>Year due</u>	<u>Amount</u>
January 1, 2017~December 31, 2017	\$ 940,194
January 1, 2018~December 31, 2018	867,472
January 1, 2019~December 31, 2019	2,708,750
January 1, 2020~December 31, 2020	<u>97,527</u>
	<u>\$ 4,613,943</u>

The unused bank credit lines for short-term and long-term borrowings at the reporting date were disclosed in note 6(m).

- (i) For the year ended December 31, 2016, the Group proceeded from long-term borrowings amounting to \$2,514,000 thousand with an interest rate of 1.23%~1.36%. For the year ended December 31, 2015, the Group did not proceed any borrowings.

For the years ended December 31, 2016 and 2015, the repayment amounted to \$841,506 thousand and \$545,444 thousand, respectively.

- (ii) The collateral for these long-term borrowings was disclosed in note 8.
- (iii) In January 2011, the Company entered into a seven-year syndicated loan agreement with Mega International Commercial Bank and other sixteen banks. The total credit facility under this loan agreement is \$4,800,000 thousand and is due in February 2018.

The related financial covenants and restrictions for the syndicated loan mentioned above were as follows:

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

At the ended of the annual reporting period, current ratio shall not be lower than 100%, liability ratio (Liabilities/Net asset value) shall not be higher than 120%, interest coverage ratio shall not be less than 300%, and net equity shall not be less than \$6,000,000 thousand.

For the year ended December 31, 2016 and 2015, the Company was in compliance with the above financial covenants and restrictions.

(o) Operating lease

(i) Lease-lessor

The Group leased its investment property under operating lease, which was disclosed in note 6(j).

For the years ended December 31, 2016 and 2015, the rental income recognised in other income amounted to \$68,793 thousand and \$27,625 thousand, respectively.

(ii) Lease-lessee

The Group leases a number of parking lots etc. under operating lease. The leases typically run for a period of 1 to 5 years.

For the years ended December 31, 2016 and 2015, the rent expense amounted to \$33,264 thousand and \$25,975 thousand, respectively, which were recorded as operating costs and operating expenses.

(p) Employee benefits

(i) Defined benefit plans

The movement in the present value of the defined benefit obligations and fair value of plan assets were as follows:

	December 31, 2016	December 31, 2015
Total present value of obligations	\$ 100,272	84,407
Fair value of plan assets	<u>(38,844)</u>	<u>(37,896)</u>
Recognised liabilities for defined benefit obligations (Note)	<u>\$ 61,428</u>	<u>46,511</u>

(Note) Recognised liabilities for defined benefit obligations were recognised as other non-current liabilities.

The Group makes defined benefit plan contributions to the pension fund account in the Bank of Taiwan that provides pensions for employees upon retirement. Plans (covered by the Labor Standards Law) entitle a retired employee to receive an annual payment based on years of service and average salary prior to six months of retirement.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

1) Composition of plan assets

The Group set aside pension funds in accordance with the legislation from the Ministry of Labor and managed by the Bureau of Labor Funds. The annual budget for the allocation of the minimum income cannot be lower than the income calculated based on the interest rate of the banks' two-year time deposit in accordance with the legislation "Management and Utilization of the Labor Pension Funds".

The Group's labor pension reserve account balance in the Bank of Taiwan amounted to \$38,844 thousand as of December 31, 2016. The utilization of the labor pension fund assets includes the asset allocation and the yield of the fund. Please refer to the website of Bureau of Labor Funds, Ministry of Labor.

2) The movement in present value of the defined benefit obligations

For the years ended December 31, 2016 and 2015, movements in the present value of the defined benefit obligations for the Group were as follows:

	<u>2016</u>	<u>2015</u>
Defined benefit obligation as of January 1	\$ 84,407	75,211
Current service costs and interest	3,030	2,795
Net remeasurements of defined benefit liability (asset)		
— Actuarial (gains) losses-Actuarial assumption	6,348	1,436
-Experience gain and loss	6,487	5,105
(Gains) losses from prior service costs and interest	-	(140)
Defined benefit obligation as of December 31	<u>\$ 100,272</u>	<u>84,407</u>

3) The movement in fair value of the defined benefit plan assets

For the years ended December 31, 2016 and 2015, movement in the fair value of the plan assets were as follows:

	<u>2016</u>	<u>2015</u>
Fair value of plan assets as of January 1	\$ 37,896	36,252
Interest revenue	709	727
Net remeasurements of the defined benefit liability (asset)		
— Return on plan assets (excluding the interest expense)	(437)	237
Amounts contributed to plan	676	680
Fair value of plan assets as of December 31	<u>\$ 38,844</u>	<u>37,896</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

4) The movement in effect of plan asset ceiling

For the years ended December 31, 2016 and 2015, there were no changes in the effect of plan asset ceiling.

5) The expenses recognised in profit or losses

For the years ended December 31, 2016 and 2015, the expenses recognised in profit or losses for the Group were as follows:

	<u>2016</u>	<u>2015</u>
Current service cost	\$ 1,487	1,330
Net interest expense of defined benefit plan	834	738
Prior service cost and settlement of defined benefit plan	-	(140)
	<u>\$ 2,321</u>	<u>1,928</u>
	<u>2016</u>	<u>2015</u>
Administrative expenses	<u>\$ 2,321</u>	<u>1,928</u>

6) The remeasurements of the net defined benefit liability (asset) recognised in other comprehensive income

For the years ended December 31, 2016 and 2015, the remeasurements of the net defined benefit liability (asset) recognised in other comprehensive income were as follows:

	<u>2016</u>	<u>2015</u>
Balance as of January 1	\$ 17,595	11,291
Recognised in the current period	13,272	6,304
Balance as of December 31	<u>\$ 30,867</u>	<u>17,595</u>

7) Actuarial assumptions

At the end of the reporting date, the principal actuarial assumptions were as follows:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Discount rate	1.375 %	1.875 %
Future salary rate increases	3.000 %	3.000 %

The Group expects to make contributions of \$239 thousand to the defined benefit plans in the next year starting from December 31, 2016. The weighted average duration of the defined benefit obligation is 17.94 years.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

8) Sensitivity analysis

As of December 31, 2016 and 2015, the changes in main actuarial assumptions might have an impact on the present value of the defined benefit obligation:

	<u>Effects to the defined benefit obligation</u>	
	<u>Increase by 0.25%</u>	<u>Decrease by 0.25%</u>
Balance as of December 31, 2016		
Discount rate	(3,247)	3,337
Future salary rate increases	3,272	(3,159)
Balance as of December 31, 2015		
Discount rate	(2,834)	2,960
Future salary rate increases	2,870	(2,778)

There is no change in other assumptions when performing the above-mentioned sensitivity analysis. In practice, assumptions may be interactive with each other. The method used on sensitivity analysis is consistent with the calculation on the net pension liabilities.

The method and assumptions used on sensitivity analysis in the year ended December 31, 2016 is the same as those of the year ended December 31, 2015.

(ii) Defined contribution plans

The Group set aside 6% of the contribution rate of the employee's monthly wages to the Labor Pension personal account of the Bureau of Labor Insurance in accordance with the provisions of the Labor Pension Act. The Group set aside a fixed amount to the Bureau of Labor Insurance without the payment of additional legal or constructive obligations.

The Group set aside \$61,235 thousand and \$38,844 thousand of the pension under the pension plan costs to the Bureau of Labor Insurance for the years ended December 31, 2016 and 2015 .

(iii) The Group's mainland subsidiaries have a defined contribution plan. Monthly contributions to an independent fund administered by the government in accordance with the pension regulations in the People's Republic of China (PRC.) are based on certain percentage of employees' monthly salaries and wages. Other than the monthly contributions, the Group has no further obligations. The term within the acquisition date to December 31, 2016, the Group recognized the pension costs in accordance with the pension regulations and amounted to \$1,801 thousand.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(q) Income tax

(i) Income tax expense

The amount of income tax expenses for the years ended December 31, 2016 and 2015 were as follows:

	<u>2016</u>	<u>2015</u>
Current tax expense		
Current period	\$ 777,979	766,227
Adjustment for prior periods	<u>(4,315)</u>	<u>15,884</u>
	<u>773,664</u>	<u>782,111</u>
Deferred tax expense		
Origination and reversal of temporary differences	<u>17,575</u>	<u>(20,100)</u>
Income tax expense	<u>\$ 791,239</u>	<u>762,011</u>

The amount of income tax (expenses) benefit recognised in other comprehensive income for the years ended December 31, 2016 and 2015 were as follows:

	<u>2016</u>	<u>2015</u>
Components of other comprehensive income that will not be classified to profit or loss:		
The remeasurements of defined benefit plans	<u>\$ 2,256</u>	<u>1,072</u>

Reconciliation of income tax expenses (benefit) and profit before tax were as follows:

	<u>2016</u>	<u>2015</u>
Profit before tax	<u>\$ 3,887,544</u>	<u>3,433,638</u>
Estimated income tax calculated using the Group's domestic tax rate	\$ 664,722	583,718
Tax-exempt income	(43,232)	(3,151)
10% surtax on unappropriated earnings	210,090	162,107
Others	<u>(40,341)</u>	<u>19,337</u>
	<u>\$ 791,239</u>	<u>762,011</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(ii) Deferred tax assets and liabilities

Changes in the amount of deferred tax assets and liabilities for the years ended December 31, 2016 and 2015 were as follows:

	Allowance for obsolete inventories	Difference in depreciation expense between financial and tax method	Others	Total
Deferred tax assets:				
Balance as of January 1, 2016	\$ 30,379	12,841	41,884	85,104
Recognised in profit or loss	2,572	1,108	(15,686)	(12,006)
Recognised in other comprehensive income	-	-	2,256	2,256
Balance as of December 31, 2016	<u>\$ 32,951</u>	<u>13,949</u>	<u>28,454</u>	<u>75,354</u>
Balance as of January 1, 2015	\$ 28,016	10,681	27,438	66,135
Recognised in profit or loss	2,363	2,160	13,374	17,897
(Recognised in other comprehensive income)	-	-	1,072	1,072
Balance as of December 31, 2015	<u>\$ 30,379</u>	<u>12,841</u>	<u>41,884</u>	<u>85,104</u>
	Unrealized investment income recognized under equity method	Unrealized exchange rate	Others	Total
Deferred tax liabilities:				
Balance as of January 1, 2016	\$ 28,159	-	-	28,159
Recognised in profit or loss	3,559	2,010	-	5,569
Balance as of December 31, 2016	<u>\$ 31,718</u>	<u>2,010</u>	<u>-</u>	<u>33,728</u>
Balance as of January 1, 2015	\$ 25,993	4,369	-	30,362
Recognised in profit or loss	2,166	(4,369)	-	(2,203)
Balance as of December 31, 2015	<u>\$ 28,159</u>	<u>-</u>	<u>-</u>	<u>28,159</u>

(iii) Examination and approval

The Company's corporate income tax returns for the years through 2014 were assessed and approved by the tax authorities National Taxation Bureau of the Northern Area, Ministry of Finance. However, there was controversy over the expiration of the loss carryforwards for the year 2012. The Group expected to apply for constitutional interpretation.

(iv) The Company's integrated income tax information at the reporting date were as follows :

	December 31, 2016	December 31, 2015
Unappropriated earnings after 1997	<u>\$ 8,308,684</u>	<u>6,244,544</u>
Balance of imputation credit account (ICA)	<u>\$ 1,540,683</u>	<u>786,268</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

	<u>2016(Estimated)</u>	<u>2015(Actual)</u>
Creditable ratio for distributed to domestic shareholders of earnings	24.06 %	24.04 %

According to the amendment by the Ministry of Finance on October, 17, 2013 under Decree No. 10204562810, the Company's integrated income tax should be covering the disclosed information of imputation tax credit as above. According to the amended Income Tax Act which was announced in June 2014, the amount of the deductible tax of an individual shareholder residing in the territory of R.O.C. was calculated by 50% of its original tax deduction ratio, starting from 2015. However, if the gross dividends or the gross earnings received by a shareholder residing outside the territory of the ROC contain any income subject to a 10% surcharge on profit-seeking income tax which was actually paid under the provisions of Article 66-6, half of the amount of the surcharge on profit-seeking income tax may offset the amount of income tax which should be withheld from the payment of the net amount of such dividends or earnings.

(r) Capital and other equity

(i) Ordinary share

As of December 31, 2016 and 2015, the Company's authorised share capital consisted of 1,000,000 thousand shares of ordinary share, with \$10 dollars par value per share, of which 407,666 thousand shares, and 596,564 thousand shares, respectively, were issued and outstanding. The Company has reserved \$1,000,000 thousand for employee stock options.

Reconciliations of shares outstanding for the years ended December 31, 2016 and 2015 :

	Ordinary share (in thousands)	
	2016	2015
Balance as of January 1	596,564	742,238
Exercise of employee stock options	102	3,005
Capital reduction	(179,000)	(148,679)
Retirement of treasury share	(10,000)	-
Balance as of December 31	407,666	596,564

For the years ended December 31, 2016 and 2015, the Company had issued 102 thousand shares and 3,005 thousand shares resulting from the exercise of employee stock options, respectively. The record dates were agreed on the end of each calendar quarter. All issued shares were paid up upon issuances. The aforementioned stock issuance, which was authorized by and registered with the government authorities, was included in ordinary share.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The Company resolved a capital reduction of \$1,789,999 thousand and \$1,486,790 thousand, representing 179,000 thousand shares and 148,679 thousand shares of outstanding shares as approved in the shareholders' meetings on June 24, 2016 and June 3, 2015, respectively. On August 1, 2016 and July 2, 2015, the authority had already approved the application and the Company's Board of Directors resolved the record date as August 2, 2016 and July 9, 2015. The related registration process had been completed.

As of December 31, 2016, the Company issued 11,121 thousand units of Global Depositary Receipts (GDRs), representing 55,605 thousand ordinary shares of stock of the Company.

(ii) Capital surplus

Balance of capital surplus at the reporting date were as follows:

	December 31, 2016	December 31, 2015
Additional paid-in capital	\$ 3,736,867	3,797,820
Changes in equity of associates and joint ventures accounted for using equity method	21,163	15,614
Employee stock options	707	1,583
	<u>\$ 3,758,737</u>	<u>3,815,017</u>

In accordance with amended Company Act in 2012, realized capital reserves can only be reclassified as share capital or be distributed as cash dividends after offsetting against losses. The aforementioned capital reserves include share premiums and donation gains. In accordance with the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the actual amount of capital reserves to be reclassified under share capital shall not exceed 10% of the actual share capital amount.

(iii) Retained earnings

The Company's Articles of Incorporation stipulate that 10% of the balance of annual income or earnings after deducting accumulated deficit, if any, must be set aside as a legal reserve and a special capital reserve is likewise appropriated or the annual income or earnings are retained in accordance with the relevant laws or regulations or as requested by the authorities. Otherwise, the distribution of remaining balance of the earnings should be further proposed by the Board of Directors and resolved by the shareholders' meeting. And the cash dividends should not lower than 10% of the total stockholders' dividends.

As the Company is a technology and capital-intensive enterprise and is in its growth phase, it has adopted a more prudent approach in appropriating its remaining earnings as its dividend policy in order to sustain its long-term capital needs and thereby maintain continuous development and steady growth.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

1) Legal reserve

According to the amended Company Act which was announced in January 2012, 10% of net income should be set aside as statutory earnings reserve, until it equals the share capital. If the Company experienced profit for the year, the meeting of shareholders shall decide on the distribution of the legal reserve either by new shares or by cash of up to 25% of the actual share capital.

2) Special reverse

In accordance with Permit No. 1010012865 issued by the FSC on 6 April 2012, a portion of current period earnings and undistributed prior period earnings shall be reclassified as a special earnings reserve during earnings distribution. The amount to be reclassified should be equal to the total net reduction of current period of other shareholders' equity resulting from the IFRS first-time adoption. Similarly, a portion of undistributed prior period earnings shall be reclassified as a special earnings reserve (and does not qualify for earnings distribution) to account for cumulative changes to other shareholders' equity pertaining to prior periods due to the IFRS first-time adoption. Amounts of subsequent reversals pertaining to the net reduction of other shareholders' equity shall qualify for additional distributions.

3) Appropriations of earnings

The appropriations of earning for 2015 and 2014 had been approved in a shareholders' meeting held on June 24, 2016 and June 3, 2015, respectively. The appropriations and dividends were as follows:

	<u>2015</u>	<u>2014</u>
Cash dividends	\$ 298,333	148,679

The above-mentioned appropriations of earnings for 2015 and 2014 were consistent with the resolutions of the meeting of the Board of Directors.

In the shareholders' meeting held on June 3, 2015, it resolved the employee bonuses and directors' and supervisors' remuneration amounted \$176,700 thousand and \$53,000 thousand, respectively. The above-mentioned appropriations of earnings were consistent with those accrued and recognized for the year ended December 31, 2014.

The related information mentioned above can be found on websites such as the Market Observation Post System.

(iv) Treasury shares

In 2016, in accordance with the requirements under section 28(2) of the Securities and Exchange Act, the Company repurchased 13,920 thousand shares as treasury shares in order to protect the Company's integrity and shareholders' equity. As of December 31, 2016, a total of 3,920 thousand shares were not yet cancelled.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

In accordance with Securities and Exchange Act requirements as stated above, the number of shares repurchased should not exceed 10 percent of the number of common shares issued. Also, the total amount of the repurchased shares should not exceed the sum of retained earnings, paid-in capital in excess of par value and other realized capital surplus. The shares and dollar amount that may be repurchased do not exceed the upper limit, which were calculated based on the audited or reviewed financial reports by a certified accountant, for the latest accounting period prior to a resolution of a meeting of the board of directors.

In accordance with the requirements of Securities and Exchange Act, treasury held by the Company should not be pledged, and do not hold any shareholder rights before their transfer.

(v) Other equity interest, net of tax

	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available- for-sale financial assets
Balance as of January 1, 2016	\$ 19,783	363,161
Foreign currency differences (net of tax) :		
The Group	(18,365)	-
Associates	301	-
Changes in fair value of available-for-sale financial assets (net of tax)	-	588,260
Cumulative gains (losses) reclassified to profit or loss upon disposal of available- for-sale financial assets (net of tax)	-	(191,243)
Balance as of December 31, 2016	<u>\$ 1,719</u>	<u>760,178</u>
	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available- for-sale financial assets
Balance as of January 1, 2015	\$ 4,909	215,962
Foreign currency differences (net of tax) :		
The Group	15,177	-
Associates	(303)	-
Changes in fair value of available-for-sale financial assets (net of tax)	-	138,341
Cumulative gains (losses) reclassified to profit or loss upon disposal of available- for-sale financial assets (net of tax)	-	8,858
Balance as of December 31, 2015	<u>\$ 19,783</u>	<u>363,161</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(s) Share-based payment

The details of share-based payment were as follows:

Item	Date of approval by Board of Directors	Date of approval by authority	Issue date	Duration	Estimated issued shares	Actual issue shares	Price of each share (expressed in dollars)
2010	2010.07.05	2010.09.28	2011.01.26	5 years	10,000,000	10,000,000	\$ 28.4

The details of exercisable percentage of employee stock options were as follows:

	<u>Issued in 2010</u>
Over one year	-
Over two years	60 %
Over three years	100 %
Over four years	100 %
Over five years	100 %

(i) Fair value of those options at the measurement date and information on how that fair value was measured.

Had the Group used the fair value based method to evaluate the options using the Black-Scholes model, the assumptions at the various grant dates would have been as follows:

	<u>2010 employee stock options exercise in the 2nd year</u>	<u>2010 employee stock options exercise in the 3rd year</u>
Fair value at grant date (dollars)	\$ 4.30	5.30
Share price at grant date (dollars)	\$ 27.02	27.02
Exercise price (dollars)	\$ 27.10	27.10
Expected volatility	31.25 %	31.25 %
Expected life	2 Years	3 Years
Risk-free interest rate	0.73 %	0.86 %

Expected volatility is based on the weighted-average of historical volatility, and it is adjusted accordingly when there is additional market information about the volatility. The Group determined the risk-free rate during the life of the option. These rates are determined based on the government bonds, and they are in accordance with the regulations. Service and non-market performance conditions attached to the transactions are not taken into account in determining the fair value.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- (ii) For the years ended December 31, 2016 and 2015, the related outstanding units and weighted-average exercise price of employee stock options were as follows:

	2016		2015	
	Weighted-average exercise price (expressed in dollars)	Shares (in thousands)	Weighted-average exercise price (expressed in dollars)	Shares (in thousands)
Outstanding at the beginning	\$ 28.40	142	22.70	3,147
Granted	-	-	-	-
Exercised	28.40	(102)	24.80	(3,005)
Expired	-	(40)	-	-
Outstanding at the end	-	<u>-</u>	28.40	<u>142</u>
Exercisable as of December 31		<u>-</u>		<u>142</u>

As of December 31, 2015, the Group's compensatory employee stock options outstanding were as follows:

	December 31, 2015				
	Outstanding			Exercisable	
Issue date	Range of exercise price (expressed in dollars)	Shares (in thousands)	Weighted-average of remaining duration (years)	Shares (in thousands)	Weighted-average exercise price (expressed in dollars)
2011.01.26	\$ 28.4	142	0.07	142	\$ 28.4

As of December 31, 2016, there was no compensatory employee stock options outstanding.

- (iii) Compensation cost for employee stock options

For the years ended December 31, 2016 and 2015, the compensation cost for employee stock options both amounted to \$0 thousand.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(t) Earnings per share ("EPS")

For the years ended December 31, 2016 and 2015, the Company's earnings per share were calculated as follows:

	<u>2016</u>		
	<u>Profit</u>	<u>Weighted- average number of outstanding shares of common stock (in thousands)</u>	<u>EPS (in dollars)</u>
Basic EPS:			
Profit belonging to common shareholders	\$ 3,112,774	515,536	<u>\$ 6.04</u>
Diluted EPS:			
Effect of potentially dilutive common stock:			
Employee remuneration	<u>-</u>	<u>3,695</u>	
Common shareholders' profit plus the effect of potentially dilutive common stock	<u>\$ 3,112,774</u>	<u>519,231</u>	<u>\$ 5.99</u>
	<u>2015</u>		
	<u>Profit</u>	<u>Weighted- average number of outstanding shares of common stock (in thousands)</u>	<u>EPS (in dollars)</u>
Basic EPS:			
Profit belonging to common shareholders	\$ 2,671,627	672,148	<u>\$ 3.97</u>
Diluted EPS:			
Effect of potentially dilutive common stock:			
Employee remuneration	<u>-</u>	<u>6,213</u>	
Employee stock options	<u>-</u>	<u>502</u>	
Common shareholders' profit plus the effect of potentially dilutive common stock	<u>\$ 2,671,627</u>	<u>678,863</u>	<u>\$ 3.94</u>

(u) Employees', directors' and supervisors' remuneration

According to the Company's Article of Incorporation, if there is any net profit after closing of a fiscal year, it shall be allocated according to the following principles:

- (i) Employee remuneration: not less than 5% but no more than 10% and shall be determined and pursuant to Employee Bonus Procedure of the Company. In addition, employee's profit sharing remuneration shall be distributed in the form of shares or cash. Stock-type employee bonuses may be distributed to qualified employees of affiliates of the Company.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- (ii) Remuneration of Directors and Supervisors: no more than 3%.

However, if there are any accumulated losses of the Company, the Company shall pre-reserve the amount to offset the loss. The distribution of employees' profit sharing bonus and remuneration of Directors and Supervisors shall follow the special resolution by Board of Directors, and report it to the shareholders' meeting.

For the years ended December 31, 2016 and 2015 the Company accrued and recognised its employee remuneration amounting to \$263,000 thousand and \$231,300 thousand, and directors' and supervisors' remuneration amounting to \$76,300 thousand and \$67,100 thousand, respectively. The amount of employee bonuses, and directors' and supervisors' remuneration were estimated based on profit before tax, net of the amount of the bonuses and remuneration, and multiplied by the rule of Company's Article of Incorporation. The above bonuses and remuneration were included in the operating costs and operating expenses of the years ended December 31, 2016 and 2015. There was no differences between the actual distributed amounts as determined by the Board of Directors and those recognised in the financial statements, for the years ended December 31, 2016 and 2015.

The related information mentioned above can be found on websites such as the Market Observation Post System.

- (v) Non-operating income and expenses

- (i) Other income

	<u>2016</u>	<u>2015</u>
Interest income	\$ 11,104	20,280
Dividend income	52,747	36,871
Rent income	<u>73,533</u>	<u>45,287</u>
	<u>\$ 137,384</u>	<u>102,438</u>

- (ii) Other gains and losses

	<u>2016</u>	<u>2015</u>
Foreign exchange gains (losses)	\$ (15,952)	66,552
Impairment loss on financial assets	-	(53,341)
Gains (losses) on disposals of investments	227,075	(13,285)
Gains (losses) on financial assets or liabilities at fair value through profit or loss	13,993	(2,356)
Gains (losses) on disposal of property, plant and equipment	(2,786)	1,824
Other	<u>96,002</u>	<u>(58,511)</u>
	<u>\$ 318,332</u>	<u>(59,117)</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(iii) Finance costs

	<u>2016</u>	<u>2015</u>
Interest expense on bank borrowings	\$ 50,770	53,445
Other interest expenses	425	1,030
Less: capitalized interest expense	<u>(30,975)</u>	<u>(40,623)</u>
	<u>\$ 20,220</u>	<u>13,852</u>

(w) Financial instruments

(i) Credit risk

1) Exposure of credit risk

The maximum exposure to credit risk is mainly from carrying amount of financial assets. Cash and cash equivalents is deposited in different financial institutions to control the credit risk exposed to single financial institution. The Group owns securities by purchasing traded stocks and money market fund issued by high-credit-quality financial institutions. The Group owns debt instrument investments issued by high-credit-quality company. However, the credit risk involving securities is not expected to be significant.

2) Disclosures about concentrations of risk

As of December 31, 2016 and 2015, the Group's notes and account receivables were both concentrated on 7 and 4 customers, respectively, whose accounts represented 69% and 59% of the total notes and account receivables, respectively. In order to reduce the credit risk on these account receivables, the Group continues to evaluate the financial status of these customers and request for collaterals when necessary. The Group evaluates the possible collectability of account receivables periodically and accrues allowance for doubtful accounts, if necessary. Therefore, bad debt expense has always been under management's expectation.

(ii) Liquidity risk

The following were the contractual maturities of financial liabilities:

	<u>Carrying amount</u>	<u>Contractual cash flows</u>	<u>1 year</u>	<u>1-2 years</u>	<u>2-5 years</u>	<u>Over 5 years</u>
As of December 31, 2016						
Non-derivative financial liabilities						
Secured bank loans	\$ 2,099,943	2,134,653	961,594	675,808	497,251	-
Unsecured bank loans	2,514,000	2,563,373	22,572	221,032	2,319,769	-
Accounts payable	975,478	975,478	975,478	-	-	-
Other payables	<u>971,411</u>	<u>971,411</u>	<u>971,411</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 6,560,832</u>	<u>6,644,915</u>	<u>2,931,055</u>	<u>896,840</u>	<u>2,817,020</u>	<u>-</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

	<u>Carrying amount</u>	<u>Contractual cash flows</u>	<u>1 year</u>	<u>1-2 years</u>	<u>2-5 years</u>	<u>Over 5 years</u>
As of December 31, 2015						
Non-derivative financial liabilities						
Secured bank loans	\$ 2,940,303	3,019,321	880,470	962,248	1,176,603	-
Unsecured bank loans	23,656	23,674	23,674	-	-	-
Accounts payable	1,309,867	1,309,867	1,309,867	-	-	-
Other payables	<u>680,523</u>	<u>680,523</u>	<u>680,523</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>\$ 4,954,349</u>	<u>5,033,385</u>	<u>2,894,534</u>	<u>962,248</u>	<u>1,176,603</u>	<u>-</u>

(iii) Currency risk

1) Exposure to currency risk

The Group's significant exposure to foreign currency risk were as follows:

	<u>December 31, 2016</u>			<u>December 31, 2015</u>		
	<u>Foreign currency</u>	<u>Exchange rate</u>	<u>NT\$</u>	<u>Foreign currency</u>	<u>Exchange rate</u>	<u>NT\$</u>
<u>Financial assets</u>						
<u>Monetary items</u>						
USD	\$ 83,868	32.25	2,704,780	71,622	32.83	2,351,365
EUR	28	33.90	935	1	35.88	19
JPY	67,409	0.2756	18,575	133,307	0.2727	36,352
GBP	12	39.61	463	33	48.67	1,600
HKD	63	4.16	261	63	4.24	268
RMB	-	-	-	9	5.00	47
			<u>\$ 2,725,014</u>			<u>2,389,651</u>
<u>Non-monetary items</u>						
USD	40,623	32.25	<u>\$ 1,316,726</u>	21,968	32.83	<u>721,215</u>
<u>Financial liabilities</u>						
<u>Monetary items</u>						
USD	13,904	32.25	448,395	19,668	32.83	645,693
EUR	476	33.90	16,123	112	35.88	4,022
JPY	292,688	0.2756	80,663	654,578	0.2727	178,503
GBP	-	-	-	8	48.67	383
			<u>\$ 545,181</u>			<u>828,601</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

2) Sensitivity analysis

The Group's exposure to foreign currency risk arises from the translation of the foreign currency exchange gains and losses on cash and cash equivalents, notes and accounts receivable, net, other receivables, current financial assets at fair value through profit or loss, available-for-sale financial assets, loans and borrowings, notes and accounts payable and other payables that are denominated in foreign currency. A strengthening (weakening) 5 % of appreciation (depreciation) of the NTD against the USD, EUR, GBP, and the JPY etc. for the years ended December 31, 2016 and 2015 would have increased (decreased) the net profit after tax by \$90,436 thousand and \$64,919 thousand, respectively, and other comprehensive income would have increased (decreased) by \$2,089 thousand and \$0 thousand, respectively. The analysis assumes that all other variables remain constant.

3) Exchange gain or loss

Since the Group has many kinds of functional currency, the information on foreign exchange gain (loss) on monetary items is disclosed by total amount. For the years ended December 31, 2016 and 2015, foreign exchange gain (loss) (including realized and unrealized portions) amounted to loss \$15,952 thousand and gain \$66,552 thousand, respectively.

(iv) Interest rate risk

Please refer to the attached note for the liquidity risk and the Group's interest rate exposure to its financial liabilities.

The following sensitivity analysis is based on the risk exposure to interest rates on the non-derivatives financial instruments on the reporting date. For variable rate instruments, the sensitivity analysis assumes the variable rate liabilities are outstanding for the whole year on the reporting date.

If the interest rate increases (decreases) by 0.5%, the Group's net profit after tax would have (decreased) increased by \$12,443 thousand and \$12,226 thousand for the years ended December 31, 2016 and 2015, all other variable factors that remain constant. This is mainly due to the Group's borrowing in floating rates.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(v) Fair value

1) Accounting classifications and fair values

The fair value of financial assets at fair value through profit or loss and available-for-sale financial assets is measured on a recurring basis. The carrying amount and fair value of the Group's financial assets and liabilities, including the information on fair value hierarchy were as follows; however, except as described in the following paragraphs, for financial instruments not measured at fair value whose carrying amount is reasonably close to the fair value, and for equity investments that has no quoted prices in the active markets and whose fair value cannot be reliably measured, disclosure of fair value information is not required :

		December 31, 2016				
		Carrying value	Fair value			Total
			Level 1	Level 2	Level 3	
Financial assets at fair value through profit or loss						
Stocks listed on domestic markets	\$	153,794	153,794	-	-	153,794
Funds and investment		64,456	64,456	-	-	64,456
Subtotal	\$	<u>218,250</u>	<u>218,250</u>	<u>-</u>	<u>-</u>	<u>218,250</u>
Available-for-sale financial assets						
Stocks listed on domestic and foreign markets	\$	1,415,958	1,415,958	-	-	1,415,958
Non-public stocks		656,245	-	656,245	-	656,245
Private fund		527,831	-	527,831	-	527,831
Subtotal	\$	<u>2,600,034</u>	<u>1,415,958</u>	<u>1,184,076</u>	<u>-</u>	<u>2,600,034</u>
Loans and receivables						
Cash and cash equivalents (Note)	\$	2,388,143	-	-	-	-
Investments in debt instrument without active market (Note)		92,600	-	-	-	-
Accounts receivable (Note)		1,068,714	-	-	-	-
Other receivables (Note)		173,771	-	-	-	-
Subtotal	\$	<u>3,723,228</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost of financial liability						
Bank loan (Note)	\$	4,613,943	-	-	-	-
Accounts payable (Note)		975,478	-	-	-	-
Other payables (Note)		971,411	-	-	-	-
Subtotal	\$	<u>6,560,832</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		December 31, 2015				
		Carrying value	Fair value			Total
			Level 1	Level 2	Level 3	
Financial assets at fair value through profit or loss						
Stocks listed on domestic markets	\$	125,783	125,783	-	-	125,783
Funds and investment		888,905	888,905	-	-	888,905
Subtotal	\$	<u>1,014,688</u>	<u>1,014,688</u>	<u>-</u>	<u>-</u>	<u>1,014,688</u>
Available-for-sale financial assets						
Stocks listed on domestic and foreign markets	\$	1,007,779	1,007,779	-	-	1,007,779
Non-public stocks		549,815	-	549,815	-	549,815
Private fund		340,950	-	340,950	-	340,950
Subtotal	\$	<u>1,898,544</u>	<u>1,007,779</u>	<u>890,765</u>	<u>-</u>	<u>1,898,544</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

	December 31, 2015				
	Carrying value	Fair value			Total
		Level 1	Level 2	Level 3	
Loans and receivables					
Cash and cash equivalents (Note)	\$ 1,869,657	-	-	-	-
Investments in debt instrument without active market (Note)	159,600	-	-	-	-
Notes and accounts receivable (Note)	700,028	-	-	-	-
Other receivables (Note)	142,588	-	-	-	-
Subtotal	<u>\$ 2,871,873</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost of financial liability					
Bank loan (Note)	\$ 2,963,959	-	-	-	-
Accounts payable (Note)	1,309,867	-	-	-	-
Other payables (Note)	680,523	-	-	-	-
Subtotal	<u>\$ 4,954,349</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Note: The information on for value is not disclosed since the carrying amount is a reasonable approximation of fair value.

2) Valuation techniques of financial instrument not valued at fair value

The valuation techniques of the Group's financial instruments not valued at fair value by using the methods and assumptions are as follows:

Investments in debt instrument without active market and financial liability measured at amortized cost

- If recent transaction prices or market maker quotes are available, the fair value is based on such information. If there is no quoted market price available, the fair value is determined by using valuation techniques and calculated as the present value of the estimated cash flows.

3) Valuation techniques of financial instruments valued at fair value

a) Non-derivative instruments

The fair value of financial assets and liabilities traded in an active market is based on the quoted market prices. The quotation, which is published by the main exchange center or that which was deemed to be a public bond by the Treasury Bureau of Central Bank, is included in the fair value of the listed securities instruments and the debt instruments in active markets with open bid.

A financial instrument is regarded as the quoted price in an active market if the quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency; and if those prices represent the actual and regularly occurring market transactions on an arm's length basis. Otherwise, the market is deemed to be inactive. Normally, a market is considered to be inactive when:

- the bid-ask spread is increasing; or

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- the bid-ask spread varies significantly; or
- there has been a significant decline in trading volume.

When the financial instrument of the Group is traded in an active market, its fair value is illustrated by the category and nature as follows:

- Financial assets and liabilities with standard terms and conditions and traded in an active market, for example, investment in stock of listed companies: The fair value is based on the market quoted price.
- Close-end funds with standard terms and conditions, such as money market funds, and bond funds; Investors can require the investment trust company to redeem the fund at any time. The fair value is based on the net value of the fund.

Except for the above-mentioned financial instruments traded in an active market, the fair value is based on the valuation techniques or the quotation from the counterparty. The fair value refers to the current fair value of the other financial instruments with similar conditions and characteristics, using a discounted cash flow analysis or other valuation techniques, such as calculations of using models (for example, applicable yield curve from Taipei Exchange, or average quoted price on interest rate of commercial paper from Reuters), based on the information acquired from the market at the balance sheet date.

When the financial instrument of the Group is not traded in an active market, its fair value is illustrated by the category and nature as follows:

- Equity instruments do not have any quoted market price: the fair value is determined based on the ratio of the quoted market price of the comparative listed company and its book value per share. Also, the fair value is discounted for its lack of liquidity in the market.

b) Derivative instruments

The fair value is determined by using the models that are acceptable to the market participants, for example, discounted cash flow analyses or option pricing models. Forward exchange contracts are measured using quoted forward exchange rates. The fair value of structured interest derivative financial instruments is determined by using the proper option pricing models, such as Black-Scholes model, or other valuation technique, such as Monte Carlo simulation.

4) Transfer between level 2 and level 1

For the years ended December 31, 2016 and 2015, there was no change on the fair value hierarchy of level 2 and level 1 financial asset.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

5) Movement of level 3

There were no financial assets with fair value hierarchy level 3 for the years ended December 31, 2016 and 2015.

(x) Management of financial risk

(i) The Group is exposed to the extent of the risks arising from financial instruments as below :

- 1) Credit risk
- 2) Liquidity risk
- 3) Market risk

Detailed information about exposure risk arising from the aforementioned risk was listed below. The Group's objective, policies and process for managing risks and methods used to measure the risk arising from financial instruments.

(ii) Risk management framework

The Board of Directors is responsible for overseeing the Group's risk management framework. The Group's internal auditor is responsible to identify and analyse the risks faced by the Group. The management of each division sets appropriate risk limits and controls, and monitor risks that follow the adherence to limits. The Group, through their training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group's Audit Committee is assisted in its oversight role by the internal auditor. The internal auditor undertakes both regular and ad hoc reviews of risk management controls and the procedures, and the result of which are reported to the Audit Committee.

(iii) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to financial instruments fails to meet its contractual obligations that arises principally from the Group's accounts receivable, investments in securities and investments in bond.

1) Notes and accounts receivable

According to the credit policy, the Group analyse each new customer individually for their credit worthiness before granting the new customer standard payment terms and delivery terms. The Group's review includes external ratings of customers' financial information and bank references. Credit lines are established for each customer and reviewed periodically.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The Group oversees the customer's credit risk based on the aging, due date and financial information.

The allowance for doubtful accounts of the Group is estimated to reflect the loss in notes and accounts receivable for those customers graded as "high risk". The major component of the allowance account contains individually significant exposure related to the specific loss.

2) Investments

The credit risk exposure in the bank deposits, fixed income investments and equity instruments are measured and monitored by the Group's finance department. Since the Group's transactions resulted from the external parties with good credit standing and investment grade above financial institutions, publicly traded stock companies and unlisted companies with good reputation, there are no incompliance issues and therefore no significant credit risk.

3) Guarantees

As of December 31, 2016 and 2015, the Group did not provide guarantee.

(iv) Liquidity risk

Liquidity risk is a risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's financial department monitors cash flow requirements and optimizing its cash return on investments. The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash flows on financial liabilities (other than trade payables) over the succeeding one year. The Group also monitors the level of expected cash outflows on account and other payables. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. As of December 31, 2016, the Group has unused bank credit lines for short-term borrowings, long-term bank borrowings, and the unused bank credit lines for short-term borrowings and long-term borrowings amounted to \$1,941,748 thousand, \$1,352,188 thousand and \$2,002,000 thousand, respectively.

(v) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of the Group's entities, primarily the New Taiwan Dollars (NTD), US Dollars (USD) and Chinese yen (CNY).

The policy of response to currency risk :

- 1) The Group reserves the foreign currency position arising from sales appropriately to remit the foreign currency expenditures and then meets the natural hedge.
- 2) The Group uses foreign currency borrowings and forward exchange contracts to hedge the remaining nature of currency risk arising from the netting of foreign currency accounts receivable and accounts payable.
- 3) The Group manages the currency risk and then determines the timing of exchanging the foreign currency through collecting the foreign currency information. It also reports to the foreign currency department to control the foreign currency trend and market information.

(y) **Capital management**

The Board of Directors' policy is to maintain a strong capital base to maintain the confidence of investors, creditors and market, and to sustain future development of the business. For the goal of business sustainability, the Group monitors the expansion plan as well as the level of dividends to ordinary shareholders.

For the years ended December 31, 2016 and 2015, the Group's return on common equity was 17.87% and 16.12%, respectively. The Group's debt ratio at the reporting date were as follows:

	December 31, 2016	December 31, 2015
Debt ratio	30.64 %	28.63 %

As of December 31, 2016, there were no changes in the Group's approach to capital management.

(7) Related-party transactions:

(a) **Parent Company and ultimate controlling party**

The Company is the ultimate controlling party of the Group.

(b) **Significant transactions with related parties**

(i) **Loans to related parties were as follows**

Chainwin Cayman lend money to other related parties, Merit Biotech Inc. for the year ended December 31, 2016, the amount of used loan facilities was USD856 thousand. The loan is unsecured and its interest rate is 1.18%. Merit Biotech Inc. repaid the loan in November 2016.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(ii) Acquisitions of property and other assets

In 2016, the Group purchased property, plant and equipment from its other related party, Merit Biotech Inc. amounting to USD843 thousand (\$26,668 thousand). As of December 31, 2016, the purchased amount on property, plant and equipment had been received.

(c) Transactions with key management personnel

For the years ended December 31, 2016 and 2015, key management personnel compensation were comprised as below:

	<u>2016</u>	<u>2015</u>
Short-term employee benefits	\$ 362,278	330,428
Post-employment benefits	801	709
	<u>\$ 363,079</u>	<u>331,137</u>

(8) Pledged assets:

The carrying amount of pledged assets were as follows:

<u>Pledged assets</u>	<u>Pledged to secure</u>	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Other non-current assets	Gas deposits	\$ 4,700	4,700
Other non-current assets	Customs guarantee	20,871	20,781
Property, plant and equipment	Long-term borrowings	3,176,314	3,985,080
Investment property	Long-term borrowings	<u>1,468,113</u>	<u>1,085,846</u>
		<u>\$ 4,669,998</u>	<u>5,096,407</u>

(9) Commitments and contingencies:

(a) Contingencies: None.

(b) Commitment:

(i) In 2015, the Company signed a shareholder's agreement with CSDC Private Limited, a Singapore company. According to the agreement, the Company should purchase a certain amount of raw material from the main shareholders of CSDC Private Limited between 2014 to 2017. Moreover, the Company acquired 250 shares of CSDC Private Limited without consideration.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- (ii) The unrecognized commitment of purchase of raw materials by the aforementioned shareholder's agreement and acquisition of plant expansion and machinery equipment were as follows:

	December 31, 2016	December 31, 2015
The unrecognized amount	\$ 2,916,764	2,100,360

	December 31, 2016	December 31, 2015
(iii) The unused letters of credit	\$ 234,314	105,610

(10) Losses Due to Major Disasters: None.

(11) Subsequent Events: None.

(12) Other:

The followings were the summary statement of employee benefits, depreciation and amortization expenses by function for the years ended December 31, 2016 and 2015:

	2016			2015		
	Classified as operating costs	Classified as operating expenses	Total	Classified as operating costs	Classified as operating expenses	Total
Employee benefits						
Salaries	1,308,032	674,549	1,982,581	1,152,890	548,601	1,701,491
Labor and health insurance	101,727	36,634	138,361	83,012	33,095	116,107
Pension	49,469	15,168	64,637	37,750	13,137	50,887
Others	44,967	88,407	133,374	38,011	74,628	112,639
Depreciation	2,196,934	141,182	2,338,116	1,767,223	132,087	1,899,310
Amortization	11,594	22,349	33,943	7,686	16,095	23,781

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(13) Other disclosures:**(a) Information on significant transactions:**

The following is the information on significant transactions required by the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" for the Group:

(i) Loans to other parties:

(In thousands of Dollars)

Number (Note 1)	Name of lender	Name of borrower	Account name	Related party	Highest balance of financing to other parties during the period (Note 2)	Ending balance (Note 2)	Amount of used loan facilities during the period	Range of interest rates during the period	Purposes of fund financing for the borrower (Note 3)	Transaction amount for business between two parties	Reasons for short-term financing	Allowance for bad debt	Collateral		Individual funding loan limits (Note 4)	Maximum limit of fund financing (Note 4)
													Item	Value		
0	Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd.	Merit Biotech Inc.	Other receivables	Yes	48,375 (USD1,500)	-	-	1.18%	2	-	Working Capital	-	None	-	Net equity 10%= 103,193	Net equity 20%= 206,385

Note 1: Company numbering as follow:

Subsidiaries to subsidiaries—0

Note 2: The credit amount to lending.

Note 3: Purposes of lending were as follows:

1. Business relationship

2. Short-term financing

Note 4: The loan limit provided by Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd. to a particular single party and to other parties should not exceed 10% and 20%, respectively, of its equity based on the most recent audited or reviewed financial statement by a certified accountant.

(ii) Guarantees and endorsements for other parties: None.**(iii) Securities held as of December 31, 2016 (excluding investment in subsidiaries, associates and joint ventures):**

(In thousands of New Taiwan Dollars)

Name of holder	Category and name of security	Relationship with company	Account title	Ending balance			Fair value	Highest Percentage of ownership (%)	Remark
				Shares/Units (in thousands)	Carrying value	Percentage of ownership (%)			
The Company	Green Seal Holding Limited/Stock	None	Current financial assets at fair value through profit or loss	500	72,750	0.34	72,750	0.34	
WIN Venture Capital Corp.	Green Seal Holding Limited/Stock	"	"	557	81,044	0.38	81,044	0.38	
"	Allianz Global Investors Taiwan Money Market Fund	"	"	2,128	26,408	-	26,408	-	
"	Capital Money Market Fund	"	"	191	3,048	-	3,048	-	
Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd.	CTBC Hwa-win Money Market Fund	"	"	3,207	35,000	-	35,000	-	
					218,250		218,250		

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

Name of holder	Category and name of security	Relationship with company	Account title	Ending balance				Highest Percentage of ownership (%)	Remark
				Shares/Units (in thousands)	Carrying value	Percentage of ownership (%)	Fair value		
The Company	ITEQ CORPORATION/ Stock	"	Current available-for-sale financial assets	25,968	864,724	8.57	864,724	8.57	
"	MAG. LAYERS Scientific-Technics Co., Ltd./Stock	"	"	2,125	109,002	2.50	109,002	2.50	
The Company	Solar Applied Materials Technology Corp./Stock	None	Current available-for-sale financial assets	119	1,041	0.03	1,041	0.03	
					<u>974,767</u>		<u>974,767</u>		
"	Inventec Solar Energy Corporation /Stock	"	Non-current available-for-sale financial assets	34,000	287,123	10.51	287,123	10.51	
"	Tainergy Tech Co., Ltd./Stock	"	"	943	13,628	0.26	13,628	0.30	
"	CDIB Capital Creative Industries Limited /Stock	"	"	5,000	91,297	3.33	91,297	3.33	
"	Fuh Hwa Tung-ta Fund	"	"	20,710	335,299	-	335,299	-	
"	MagiCap Venture Capital Co., Ltd. /Preferred Stock A	"	"	1,000	93,630	1.78	93,630	1.78	
"	New Future Capital Co., Ltd./Stock	"	"	10,000	100,000	15.87	100,000	15.87	
"	Magi Capital Fund II, L.P.	"	"	-	50,332	5.81	50,332	5.81	
"	Grand Fortune Venture Corp. /Stock	"	"	5,000	50,651	6.87	50,651	6.87	
"	Fuh Hwa Oriental Fund	"	"	15,000	142,200	-	142,200	-	
Win Semiconductors Cayman Islands Co., Ltd.	Broadcom Ltd. /Stock	Subsidiary's main client	"	75	427,563	0.02	427,563	0.03	(Note 1)
"	Anokiwave Inc./ Series B Preferred Stock	Subsidiary's client	"	1,264	1,266	14.37	1,266	14.37	
WIN Venture Capital Corp.	Nisho Image Technology Inc. /Stock	The Company's client	"	3,300	10,743	7.33	10,743	7.33	
"	MOAI Electronics Corporation /Stock	None	"	300	1,121	1.27	1,121	1.27	
"	Merit Biotech INC. /Stock	Main shareholder of the Company's investment through subsidiaries	"	1,320	20,414	2.93	20,414	2.93	
					<u>1,625,267</u>		<u>1,625,267</u>		
The Company	MagiCap Venture Capital Co., Ltd./ Preferred Stock B	None	Non-current investments in debt instrument without active market	9,260	92,600	16.50	(Note 2)	17.20	
Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd.	Formosa Fortune Group (Cayman Island) Co., Ltd.	"	Financial assets measured at cost	12	24,832	4.78	(Note 3)	4.78	

Note 1: Avago Technologies Ltd. renamed Broadcom Ltd. because it merged with Broadcom Corporation in 2016.

Note 2: The redeemable preferred stock was the nature of bond, which was recognised as non-current investment in debt instrument without active market.

Note 3: Because the fair value of the investment cannot be measured reliably, the Group recognized it as financial assets measured at cost.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

- (iv) Individual securities acquired or disposed of with accumulated amount exceeding the lower of NT\$300 million or 20% of the capital stock:

(In thousands of New Taiwan Dollars)

Name of company	Category and name of security	Account name	Name of counter-party	Relationship with the company	Beginning Balance		Purchases		Sales			Ending Balance		
					Shares (in thousands)	Amount	Shares (in thousands)	Amount	Shares (in thousands)	Price	Cost	Gain (loss) on disposal	Shares (in thousands)	Amount
The Company	Capital Money Market Fund	Current financial assets at fair value through profit or loss	-	-	4,820	76,800	22,526	359,400	27,346	436,256	436,200	56	-	-
"	Polaris De-Bao Mooney Market Fund	"	-	-	7,538	89,500	55,797	663,244	63,335	752,866	752,744	122	-	-
"	Allianz Global Investors Taiwan Money Market Fund	"	-	-	19,868	245,738	119,752	1,482,818	139,620	1,728,958	1,728,556	402	-	-
"	Fuh Hwa Tung-ta Fund	Non-current available-for-sale financial assets	-	-	30,000	300,000	-	-	9,290	327,000	92,897	191,243 (Note 1)	20,710	335,299 (Note 2)
"	Win Semiconductors Cayman Islands Co., Ltd./ Stock	Investments accounted for using equity method	-	Subsidiary	7,000	227,636	15,000	490,500	-	-	-	-	22,000	1,266,394 (Note 3)
Win Semiconductors Cayman Islands Co., Ltd.	Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd./ Stock	"	-	Investment through subsidiary	3,000	195,540	7,500	486,720	-	-	-	-	10,500	686,123 (Note 3)

Note 1: When calculating the amount of the gains on disposal, any handling fee or surcharges were deducted.

Note 2: The amount of ending balance includes the amount of the unrealized gains (losses) on available-for-sale-financial assets.

Note 3: The amount of ending balance was calculated using equity method. The amounts of the transaction and the ending balance had been offset in the consolidated financial statements.

- (v) Acquisition of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock: None.
- (vi) Disposal of individual real estate with amount exceeding the lower of NT\$300 million or 20% of the capital stock: None.
- (vii) Related-party transactions for purchases and sales with amounts exceeding the lower of NT\$100 million or 20% of the capital stock:

(In thousands of New Taiwan Dollars)

Name of company	Related party	Nature of relationship	Transaction details				Transactions with terms different from others		Notes/Accounts receivable (payable)		Remark
			Purchase/Sale	Amount	Percentage of total purchases/sales	Payment terms	Unit price	Payment terms	Ending balance	Percentage of total notes/accounts receivable (payable)	
The Company	Win Semiconductors Cayman Islands Co., Ltd.	Subsidiary	Sales	(4,497,103)	(34) %	1~2 Month	-	-	521,957	49%	(Note)
Win Semiconductors Cayman Islands Co., Ltd.	The Company	Parent Company	Purchase	4,497,103	100 %	1~2 Month	-	-	(521,957)	(100)%	(Note)

Note: The amounts of the transaction and the ending balance had been offset in the consolidated financial statements.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(viii) Receivables from related parties with amounts exceeding the lower of NT\$100 million or 20% of the capital stock:

(In thousands of New Taiwan Dollars)

Name of company	Counter-party	Nature of relationship	Ending balance	Turnover rate	Overdue		Amounts received in subsequent period	Allowance for bad debts	Remark
					Amount	Action taken			
The Company	Win Semiconductors Cayman Islands Co., Ltd.	Subsidiary	521,957	10.02	-	-	521,957	-	(Note)

Note: The amounts of the transaction and the ending balance had been offset in the consolidated financial statements.

(ix) Trading in derivative instruments: None.

(x) Business relationships and significant intercompany transactions:

(In thousands of New Taiwan Dollars)

No. (Note 1)	Name of company	Name of counter-party	Nature of relationship (Note 2)	Intercompany transactions			
				Account name	Amount	Trading terms	Percentage of the consolidated net revenue or total assets
0	The Company	Win Semiconductors Cayman Islands Co., Ltd.	1	Operating revenue	4,497,103	Note 3	33.01%
0	The Company	Win Semiconductors Cayman Islands Co., Ltd.	1	Accounts receivable--related parties	521,957	"	1.98%
1	Win Semiconductors Cayman Islands Co., Ltd.	The Company	2	Accounts payable--related parties	521,957	"	1.98%
1	Win Semiconductors Cayman Islands Co., Ltd.	The Company	2	Operating cost	4,497,103	"	33.01%
1	Win Semiconductors Cayman Islands Co., Ltd.	WIN SEMI. USA, INC.	3	Operating expense	73,557	"	0.54%
2	WIN SEMI. USA, INC.	Win Semiconductors Cayman Islands Co., Ltd.	3	Operating revenue	73,557	"	0.54%

Note 1: Company numbering as follows:

Parent company--0

Subsidiary starts from 1

Note 2: The numbering of the relationship between transaction parties as follows:

Parent company to subsidiary--1

Subsidiary to parent company--2

Subsidiary to subsidiary--3

Note 3: There is no significant difference from transaction terms with non-related parties.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(b) Information on investments:

The following is the information on investees for the years ended December 31, 2016 (excluding information on investees in Mainland China):

(In thousands of New Taiwan Dollars)

Name of investor	Name of investee	Location	Main businesses and products	Original investment amount		Balance as of December 31, 2016			Highest Percentage of ownership	Net income (losses) of investee	Share of profits/losses of investee	Remark
				December 31, 2016	December 31, 2015	Shares (in thousands)	Percentage of ownership	Carrying value				
The Company	WIN SEMI USA, INC.	California USA	Marketing	8,203	8,203	1,000	100.00 %	7,354	100.00 %	(102)	(102)	(Note)
#	Win semiconductors Cayman Islands Co., Ltd.	Cayman Islands	Selling of GaAs wafers	718,136	227,636	22,000	100.00 %	1,266,394	100.00 %	20,933	20,933	(Note)
#	Inventec Energy Corporation	Taiwan	Solar component module manufacturing	680,029	789,455	32,828	34.52 %	158,017	34.52 %	(70,545)	(24,351)	
#	WIN Venture Capital Corp.	Taiwan	Investment activities	250,000	200,000	25,000	100.00 %	160,463	100.00 %	6,144	6,144	(Note)
#	Phalanz Biotech Group Corp.	Taiwan	Microarray products manufacturing	180,400	180,400	16,400	31.06 %	83,381	31.06 %	(111,608)	(33,167)	
#	CSDC Private Limited	Singapore	Development and manufacturing of compound semiconductors technologies	-	-	-	25.00 %	-	25.00 %	(48,867)	-	
WIN Venture Capital Corp.	Phalanz Biotech Group Corp.	Taiwan	Microarray products manufacturing	39,600	39,600	3,600	6.82 %	18,303	6.82 %	(111,608)	(7,281)	
Win Semiconductors Cayman Islands Co., Ltd.	Rainbow Star Group Limited	British Virgin Islands	Investment activities	32,590	32,590	20	40.00 %	31,335	40.00 %	(1,696)	(675)	
#	Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd.	Cayman Islands	#	682,260	195,540	10,500	43.75 %	686,123	50.00 %	106,308	2,912	
Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd.	Formosa Fortune Group Co., Ltd.	British Virgin Islands	#	38,573	-	1,283	100.00 %	36,800	100.00 %	(2,136)	(2,136)	(Note)

Note: The amount had been offset in the consolidated financial statements.

(c) Information on investment in Mainland China:

(i) The names of investees in Mainland China, the main businesses and products, and other information:

(In thousands of Dollars)

Name of investee	Main businesses and products	Total amount of paid-in capital	Method of investment	Accumulated outflow of investment from Taiwan as of January 1, 2016	Investment flows		Accumulated outflow of investment from Taiwan as of December 31, 2016	Net income (losses) of the investee (Note 2)	Highest Percentage of ownership	Percentage of ownership	Investment income (losses)	Carrying value as of December 31, 2016 (Note 3)	Accumulated remittance of earnings in current period
					Outflow	Inflow							
Hiansu Chainwin Kang Yuan Agriculture Development Co., Ltd.	Developing hog farming technology and trading	198,397 (RMB 42,943)	(Note 1)	-	-	-	-	132,846 (USD 4,118)	43.75%	43.75%	132,846 (USD 4,118)	254,096 (USD 8,809)	-
Hiansu Chainwin Agriculture Development Co., Ltd.	Developing hog farming technology and trading	48,375 (USD 1,500)	(Note 1)	-	-	-	77 (USD 2)	77 (USD 2)	43.75%	43.75%	77 (USD 2)	48,041 (USD 1,490)	-
Hiansu CM / Mofu Agriculture Development Co., Ltd.	Developing hog farming technology and trading	193,300 (USD 6,000)	(Note 1)	-	116,100 (USD 3,600)	-	116,100 (USD 3,600)	(5,047) (156)	26.25%	26.25%	(91) (USD 91)	105,878 (USD 3,283)	-
Hiansu Merit/CM Agriculture Development Co., Ltd.	Developing hog farming technology and trading	96,750 (USD 3,000)	(Note 1)	-	58,050 (USD 1,800)	-	58,050 (USD 1,800)	(1,333) (41)	26.25%	26.25%	(80) (USD 25)	51,623 (USD 1,663)	-
Hiansu Merit/Colcoyooms Agriculture Development Co., Ltd.	Developing hog farming technology and trading	154,800 (USD 4,800)	(Note 1)	-	92,880 (USD 2,880)	-	92,880 (USD 2,880)	3,616 (112)	26.25%	26.25%	2,169 (USD 67)	90,486 (USD 2,806)	-
Hiansu Merit/Randa Agriculture Development Co., Ltd.	Developing hog farming technology and trading	74,738 (RMB 16,177)	(Note 1)	-	-	-	-	(4,210) (131)	43.75%	43.75%	(4,210) (131)	60,023 (USD 1,861)	-

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(ii) Limitation on investment in Mainland China:

(In thousands of Dollars)

Accumulated Investment in Mainland China as of December 31, 2016	Investment Amounts Authorized by Investment Commission, MOEA	Upper Limit on Investment (Note 5)
267,030 (USD 8,280)	677,250 (USD 21,000)	10,990,730

Note 1: The Group invested in Mainland China companies through Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd., which is established in a third region.

Note 2: The amount of net income (losses) was recognized based on the audited financial statements of the investee companies.

Note 3: Carrying value as of December 31, 2016 was with reference to the amount recognized by the investment through subsidiaries to subsidiaries established in a third region.

Note 4: Investment income (loss) recognized was translated into New Taiwan Dollar at the average exchange rate for year ended December 31, 2016. The other amounts related to foreign currency were translated into New Taiwan Dollar at the exchange rate at the balance sheet date.

Note 5: Amount of upper limit on investment was the higher between sixty percentage of total equity or total consolidated equity.

(iii) Significant transactions: None.

(14) Segment information:

- (a) The Group's reportable segment is the foundry segment. The foundry segment engages mainly in researching, developing, manufacturing, and selling of GaAs wafers etc.

Other operating segments are mainly engaged in investment activities and agriculture technology, which do not exceed the quantitative thresholds to be reported.

- (b) Operating segment profit or loss (includes reportable segment revenue and expenses), segment assets, segment liabilities, and their measurement and reconciliations for the years ended December 31, 2016 and 2015, the reportable amount is similar to that in the report used by the operating decision maker and the operating segment accounting policies are similar to the ones described in note 4 "significant accounting policies" were as follows:

<u>For the year ended December 31, 2016</u>	<u>Foundry</u>	<u>Other</u>	<u>Reconciliation and elimination</u>	<u>Total</u>
Revenue :				
Revenue from external customers	<u>\$ 13,417,822</u>	<u>205,254</u>	<u>-</u>	<u>13,623,076</u>
Interest expense	<u>\$ 20,220</u>	<u>-</u>	<u>-</u>	<u>20,220</u>
Depreciation and amortization	<u>\$ 2,363,376</u>	<u>7,436</u>	<u>1,247</u>	<u>2,372,059</u>
Share of loss of associates and joint ventures accounted for using equity method	<u>\$ (42,554)</u>	<u>(7,281)</u>	<u>-</u>	<u>(49,835)</u>
Reportable segment profit or loss	<u>\$ 3,529,126</u>	<u>47,760</u>	<u>(82,284)</u>	<u>3,494,602</u>
Assets:				
Capital expenditures in noncurrent assets	<u>\$ 3,220,851</u>	<u>51,294</u>	<u>-</u>	<u>3,272,145</u>

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

For the year ended December 31, 2015	Foundry	Other	Reconciliation and elimination	Total
Revenue :				
Revenue from external customers	\$ <u>12,014,717</u>	<u>1,030</u>	<u>-</u>	<u>12,015,747</u>
Interest expense	\$ <u>13,852</u>	<u>-</u>	<u>-</u>	<u>13,852</u>
Depreciation and amortization	\$ <u>1,923,091</u>	<u>-</u>	<u>-</u>	<u>1,923,091</u>
Share of loss of associates and joint ventures accounted for using equity method	\$ <u>(106,195)</u>	<u>(3,784)</u>	<u>-</u>	<u>(109,979)</u>
Reportable segment profit or loss	\$ <u>3,576,183</u>	<u>(65,819)</u>	<u>-</u>	<u>3,510,364</u>
Assets:				
Capital expenditures in noncurrent assets	\$ <u>3,525,524</u>	<u>-</u>	<u>-</u>	<u>3,525,524</u>

The segment profit or loss, assets and liabilities of the operating segment above were consistent with the related accounts shown in the consolidated balance sheets and consolidated statements of comprehensive income of the Group.

(c) Segment information by products and services

The information from the product and the service segment coincides with the administrative segment, and its revenue from external customers was disclosed in Note 14(b).

(d) Geographic information

In presenting information on the basis of geography, segment revenue is based on the geographical location of customers, and segment assets are based on the geographical location of the assets.

Revenue from external customers for the years ended December 31, 2016 and 2015 were as follows:

Area	2016	2015
External Customers:		
America	\$ 850,744	595,420
Asia	10,352,382	7,691,152
Africa	-	2,309,242
Taiwan	2,018,653	980,434
Europe	<u>401,297</u>	<u>439,499</u>
Total	<u>\$ 13,623,076</u>	<u>12,015,747</u>
Non-current Assets:		
Taiwan	\$ 16,041,501	14,906,924
Asia	134,988	-
America	<u>393</u>	<u>320</u>
Total	<u>\$ 16,176,882</u>	<u>14,907,244</u>

Non-current assets include property, plant and equipment, investment property, intangible assets and prepayments for business facilities; not including financial instruments, goodwill and deferred tax assets.

(Continued)

WIN Semiconductors Corp. and Its Subsidiaries
Notes to Consolidated Financial Statements

(e) Major customers

For the years ended December 31, 2016 and 2015, sales to customers greater than 10% of net revenue were as follows:

	<u>2016</u>		<u>2015</u>	
	<u>Net revenue amount</u>	<u>Percentage of net revenue (%)</u>	<u>Net revenue amount</u>	<u>Percentage of net revenue (%)</u>
Operating revenue of the Group-A company	3,821,509	28	4,434,213	37
Operating revenue of the Group-B company	-	-	2,309,242	19
Operating revenue of the Group-C company	2,035,699	15	212,071	2
	<u>\$ 5,857,208</u>	<u>43</u>	<u>6,955,526</u>	<u>58</u>